





Dublin Elementary
School
Parent Faculty
Club

Dublin Elementary School Parent Faculty Club
DES PFC Bylaws 2019

DES PFC Bylaws 2019

 7997 Vamac Rd.
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1) Corporation Name

- 1) The name of this Corporation is the Dublin Elementary School Parent Faculty Club (the "Corporation"), located in the City of Dublin, County of Alameda, State of California. The Dublin Elementary School, which this association is connected, is located in the Dublin Unified School District.

2) Charter

- 2.1) The Charter of the Corporation is:

To assist Dublin Elementary School (the "School") in providing quality education for all Dublin Elementary School students;
- 2.2) To sponsor activities which raise funds to purchase educational tools and resources, and to support the educational program and extracurricular activities at the School;
- 2.3) To provide activities that are safe, fun, and uplifting to the School population;
- 2.4) To act as liaison between parents, faculty, community, and the Dublin Unified School District Board of Trustees, and;
- 2.5) To promote the welfare of students at Home, School, and in the Community.

3) Basic Policies

- 3.1) This Corporation shall be noncommercial, nonsectarian, and nonpartisan.
- 3.2) The name of this Corporation and the names of any members in their official capacities shall not be used in connection with any commercial concern or with any partisan interest for any purpose not appropriately related to promotion of the charter of this Corporation.
- 3.3) The Corporation shall not directly or indirectly participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- 3.4) This Corporation shall work with the School to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the Dublin Unified School District Board of Trustees.

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3) Basic Policies – Continued

- 3.5) This Corporation shall not enter into membership with other associations, but may cooperate with other associations and agencies concerned with child welfare. A Corporate representative shall make no commitments that bind the group he/she represents.
- 3.6) No part of the net earnings of this Corporations shall ever inure to or for the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.
- 3.7) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an association or Corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954.

4) Membership

- 4.1) Any parent or guardian of a student attending the School is considered a “Member” of the Corporation. Faculty and Staff of the School are also considered Members of the Corporation. The Corporation admits Members of any race, color, religion, national or ethnic origin, and sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to Members.
- 4.2) Status of enrollment is open to all persons meeting the Member Requirements throughout the School year.
- 4.3) Each Member will be entitled to one (1) vote on each matter submitted to the vote of the Members, as the case may be. Members will be entitled to vote for Executive Board Members of the Corporation as set forth in Section 8.2 (Election) and certain amendments to the Bylaws of the Corporation as set forth in Section 12.1 (Amendment).

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5) Meetings

- 5.1)** A minimum of 6 General "monthly" meetings shall be held during the regular school year to conduct the business of the Corporation. Advanced notice of the date, time and location of the meeting is to be made public by any means of the school newsletter, the school marquis, the Corporation official website and/or official social media accounts, and/or by special notice to the school population, either by electronic message or by paper notice sent home with students. Meetings are to be held at a consistent day/time throughout the year (i.e., 1st Tuesday of each month, or 3rd Wednesday). If a meeting must be moved due to calendar conflict, at least one (1) week's advanced notice must be given.
- 5.2)** Special meetings may be called by any Officer and shall be called upon the written or e-mailed request of any three (3) Officers. If a special meeting must be called between regularly scheduled general meetings, sufficient notice must be given to the member population via all means available- electronic messaging, flyers home with students, sign boards in front of school, the school marquis, official Corporate website or social media accounts.
- 5.3)** A quorum shall consist of 51 percent of the available Executive Board and voting Members of the Corporation in attendance.
- 5.4)** (a) General Notice. All notice of general meetings of Members, with the exception of special meetings (see section 5.2) must be sent or otherwise given not less than seven (7) nor more than one hundred eight (180) days before the date of the meeting. The notice must specify the place, date, and hour of the meeting. Items presented to the Membership during the meeting may be considered for vote or tabled until the next meeting at the discretion of the Executive Board.

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5) Meetings – Continued

(b) Notice of Certain Agenda Items. If action is proposed to be taken at a general meeting on any of the following items, specific advanced notice must be given to members stating the nature of the business to be voted upon. Such notice must be given at least ten (10) days prior to the meeting by all means available (electronic messaging, flyers, sign boards in front of school, the school marquis, announcements during general meetings, official Corporate website and social media accounts). Member action on such items is invalid unless advanced notice stating the general nature of the proposal(s) is given:

- (i) Removing a Executive Board Member;
- (ii) Filling vacancies on the Executive Board by the Members;
- (iii) Amending the Bylaws; and
- (iv) Voluntarily dissolving the Corporation.

(c) Manner of Giving Notice. Notice of any meeting of the members may be given either (1) personally, (2) by mail, (3) by sending home the notice of the meeting with the student, or (4) via electronic mail. Every effort will be made to keep mail and email addresses up-to-date so that sent notices are duly received by the intended recipient.

5.5) All decisions of Members will be by majority vote of those Members present and voting at the meeting, or submitting completed written ballots, except as otherwise required by law of these Bylaws.

6) Executive Board

6.1) (a) Number.

The Executive Board will be composed of the Executive Board Members and the Principal of the School. The Executive Board Members will select the Committee Chairs and set forth in Section 7.2 (Election).

(b) Vote.

Each Executive Board Member position will have one vote.

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6) Executive Board - Continued

(c) Term.

Each Executive Board Member will serve a term of one (1) year or up to two (2) years depending on the position for which they were elected. An Executive Board Member may serve more than one (1) consecutive term. An Executive Board Member's regular term will begin on and include the last regular meeting of the Board for the school year prior to the school year with respect to which the Executive Board Member has been elected and will end on and include the last regular meeting of the Board for the school year with respect to which the Executive Board Member has been elected. Each Executive Board Member "onboarding" and "offboarding" is required to participate actively in all transition activities.

(d) Qualifications.

All Committee Chairs (including all Board Members) must:

- (i) be Members,
- (ii) have the skills necessary or desirable to fulfill the duties of the position in which they serve and
- (iii) have the ability to work cooperatively with the Executive Board and Members to fulfill these duties of the position in which they serve and further the purposes of the Corporation.

(e) Removal for Cause. Any Executive Board Member may be removed with cause upon the vote of a majority of the Executive Board Members voting on such matter. Cause includes any action that is illegal or against organization regulations.

(f) Removal for Neglect.

Any Board member may be removed for inefficiency or neglect of duty, upon the vote of a majority of the Board Members voting on such matter, but first must be offered an in-person hearing in front of the entire Executive Board and the Principal.

(g) Resignation.

A resignation must occur in writing and be submitted to the Executive Board and the Principal. A resignation with any conditions attached will be automatically rejected.

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6) Executive Board - Continued

6.2) (a) Management of Corporation.

The affairs of the Corporation will be managed by the Executive Board and all powers of the Corporation will be exercised by or under the direction of the Executive Board. In furtherance, and not in limitation, of the foregoing, the Executive Board will have general charge and control of the affairs, funds and property of the Corporation. Except as otherwise provided in these Bylaws, the Executive Board may establish and delegate performance of duties and exercise of powers to Members and agents of the Corporation from time to time.

(b) Vacancies.

Vacancies on the Executive Board may be filled by nomination by the Executive Board, confirmed by a yes-or-no vote of the Members. Persons so appointed will serve until the expiration of the regular term. If a position remains unfilled following nominations and voting the Executive Board may appoint a Member to term, as long as the Member complies with the expectations relating the rules and term specified in these Bylaws.

6.3) (a) Regular Meetings.

Executive Board meetings will be held on a regular basis throughout the school year on a schedule that is mutually agreeable to all Executive Board Members.

(b) Special Meetings.

Special Executive Board meetings may be called by the President(s) as needed, or may be called by upon the written (or emailed) request of any three (3) Executive Board Members.

6.4) A number of Executive Board Members equal to two-thirds (2/3) of the authorized Executive Board Members will constitute a quorum for the transaction of business. Every act or decision made or done by a majority of the Executive Board Members present at a meeting duly held at which a quorum is present is the act of the Board unless the law or these Bylaws require a greater number.

6.5) Any action permitted to be taken by the Executive Board may be taken without a meeting if all Executive Board Members individually or collectively consent in writing to such action.

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6) Executive Board - Continued

- 6.6) Regular attendance at the general and Executive Board meetings is expected from all Executive Board Members. Those Executive Board Members sharing a single position may divide attendance as they see fit.
- 6.7) The Executive Board may adopt, modify or rescind written Statements of Policy from time to time interpreting or elaborating on the principles set forth in these Bylaws or setting forth the then current policies of the Executive Board with respect to the conduct of the affairs of the Corporation (as in effect from time to time, the "Statements of Policy"). Statements of Policy will be maintained with these Bylaws with the other records of the Executive Board. Any Statement of Policy approved by the Executive Board will be binding upon the Corporation, its Executive Board Members and Members to the same extent as if incorporated in these Bylaws.
- 6.8) Any material changes to existing programs or systems, including any revisions of Statements of Policy, must be approved by vote of the Executive Board. Any Executive Board Member promoting or sponsoring a material change to existing programs or systems will be granted appropriate consideration by the Executive Board.

7) Executive Board Members

- 7.1) The Executive Board Members of the Corporation (the "Executive Board") Consist of a President, or two Co-Presidents, Treasurer, Secretary, Director of Events, Director of Finance, Director of Communications, and a Director of Operations. Additional roles may be created by Amendment as needed.
- 7.2) (a) Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.
- (b) Executive Board Members may be granted up to two year terms.
- (c) Job Sharing. It is acceptable for two people to share a single board position, provided they run for the position as a pair. They will be represented on the Board as a single position. (For example, two people may run jointly for Secretary and share the position. In that case the Secretary will have one vote.)

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7) Executive Board Members - Continued

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(d) Committee Chairpersons are appointed by the Board for a term of one (1) year. Each Chairperson shall hold the position until he or she resigns, removed, disqualified to serve, or at such time as the incoming Executive Board appoints a new Chairperson. Chairpersons are eligible for multiple terms as long as they are qualified to serve.


7.3) (a) President / Co-President.

There shall be either a single President or two Co-Presidents responsible for management of all duties equally. For the purposes of these bylaws, they are collectively referred to as "President".

The President shall:


- (i) be the Chief Executive Officer and general manager of the Corporation and will generally supervise and control all of the business and affairs of the Corporation, subject to the direction of the Executive Board and Members;
- (ii) perform all the duties incident to this office and such other duties as may be required by law, or as the Executive Board or these Bylaws may require;
- (iii) preside at all Executive Board meetings and General meetings and make regular reports to the Members at large;
- (iv) communicate with the Principal to stay regularly apprised of School and district activities;
- (v) work in conjunction with the Principle and appropriate Staff and Members to establish the Event Calendar for the school year.

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7) Executive Board Members - Continued

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(b) Treasurer.


The Treasurer shall be responsible for writing checks and making deposits.

The other Treasurer will be responsible for maintaining the books of the checking account and the money market account, and presenting the budget reports at the Executive and General meetings.

The Treasurers shall:

- (i) have custody, and be responsible for all funds and investments of the Corporation, and deposit all funds in the name of the Corporation in such banks, trust companies, or other depositories as may be directed by the Board;
- (ii) receive, safely keep and give receipt for, money due and payable to the Corporation from any source whatsoever;
- (iii) disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements;
- (iv) keep and maintain adequate and correct books and records of the Corporation's properties and business transactions, including the Corporation's accounts of its assets liabilities, receipts, disbursements, gain and losses;
- (v) present financial status reports at regular meetings of the Board, or as otherwise determined by the Board;
- (vi) have responsibility for preparing and monitoring the budget of the Corporation;
- (vii) cause the Corporation to make any required tax or regulatory filings;
- (viii) keep and reconcile the Corporation's checkbooks and the general money market account;
- (ix) present the books on an annual basis or upon change of Treasurer to the auditor chosen by the Board; and
- (x) follow the cash handling procedure as documented by the Executive Board.

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7) Executive Board Members - Continued

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(c) Secretary.

The Secretary shall:

- (i) certify and maintain an original or copy of these Bylaws as amended;
- (ii) keep or cause to be kept a book of minutes of all general and executive meetings of the members and Board, recording the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present, and the proceedings thereof;
- (iii) see that all notices are duly given in accordance with the Bylaws and distribute minutes of meeting to the Board two weeks prior to the next meeting and post the approved minutes on the Corporate website within one week of approval;
- (iv) be custodian of the records of the Corporation;
- (v) in the absence of both the President and the Director of Volunteers from a meeting, call the meeting to order and appoint a temporary chairperson; and
- (vi) be responsible for all correspondence at the direction of the President.

(d) Director of Events.

The Director of Events shall:

- (i) In the absence or disability of the President, or in the event of the President's refusal to act, perform all of the duties of the President, and when so acting, will have the powers of, and be subject to the restrictions on the President;
- (ii) Assist the President when needed;
- (iii) Over see all committees and fundraising activities;
- (iv) Serve as Director of Volunteers;
- (v) Keep a list of all Volunteers and the Subcommittee Volunteer signup sheets;
- (vi) Prior to the start of an event, contact all parents on the signup sheet and identify a Chairperson for the Subcommittee; if a Chairperson can not be identified that event will be cancelled;
- (vii) Liaison between the Executive Board and Volunteers;
- (viii) Contact Volunteers and establish new Subcommittees at the direction of the Board;
- (ix) Put together Subcommittee signups for the following school year.

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7) Executive Board Members - Continued


(e) Director of Finance


The Director of Finance shall:

- (i) Be responsible for keeping an accurate record of receipts and disbursements in a ledger which is a permanent record of the organization;
- (ii) Be responsible for reconciling the bank account with books monthly;
- (iii) Be responsible for preparing and presenting the Treasurer's report at monthly PFC General Meetings;
- (iv) Be responsible for preparing and presenting the "Budget vs. Actual Report" at monthly PFC General Meetings;
- (v) Be responsible for creating, maintaining, and sending out NSF and Donor Thank-You letters;
- (vi) Be responsible for completing and forwarding all necessary report forms required by other agencies for filing all tax returns and other forms required by government agencies;
- (vii) Be responsible for tracking all incoming donations and donors via spreadsheet;
- (viii) Be responsible for managing corporate donations.
- (ix) Work in conjunction with the Treasurer to maintain continuous and direct communication with the Presidents' regarding finances and Treasury status;
- (x) Work in conjunction with the Director of Volunteers to advise chairpersons of their individual budgets in a clear and timely manner;
- (xi) Be responsible for maintaining Director of Finance email inbox on a weekly basis.

Recommended Skills:

- Knowledge of Xero or QuickBooks a plus.
- Knowledge of basic financial statement accounting and bank reconciliation desired.

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7) Executive Board Members - Continued

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(f) Director of Communications

The Director of Communications shall:

- (i) Be responsible for Facebook posts, weekly eblasts, and any social media avenues that arise;
- (ii) Assist with Corporate correspondence internally and at-large, as directed by the President;
- (iii) Be responsible for looking at other ways to get the word out (Nextdoor, Facebook “likes” contests, new banners and posters, etc.);
- (iv) Assist with marketing paraphernalia (infographics, pamphlets, print outs);
- (v) Be responsible for maintaining current information on the web page;
- (vi) Assist Treasurer’s regarding online payment system as needed;
“Assist with taking minutes at board and association meetings
- (vii) Be responsible for maintaining Director of Communications email inbox on a weekly basis.

Recommended Skills:

- Familiarity with Social Media Platforms.
- Familiarity with WordPress
- Graphic Design

(g) Director of Operations


Responsible for onboarding and offboarding of Executive Board Members and Chairpersons, updating information as things change, creating campaigns as they come up, and closing campaigns on the site.


Maintain organizational systems for use (Google Suite, Xero, etc.). They will also run the reports and share the necessary information with the Committee Chairs, the School ASB, the School Teachers, Corporate Members, and others as needed. In addition, they will assist the President in drafting all the communications to parents for the launch of the site, instructions for setup, respond to parent inquiries, etc.

Be responsible for maintaining Spirit Wear sales with the community and maintaining ties with the vendor. Maintaining open communication lines with the vendor and relaying all pertinent information to the Board in a timely manner.

Assist with pipelining volunteers to chair various Corporate events throughout the year.

Be responsible for maintaining Director of Operations email inbox on a weekly basis.

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7) Executive Board Members - Continued

(h) Principal.

The Principal shall:

- (i) act as the liaison between the School, the faculty of the School and the Dublin Unified School District;
- (ii) report on Dublin Unified School District activities and information in addition to the needs of the School;
- (iii) communicate with the President regularly.

7.4) A vacancy of an Office shall be filled for the unexpired portion of the term in accordance with Section 6.2 (Powers and Duties)

8) Nomination and Election of Executive Board Members

8.1) Nominations are to be opened during the April General Meeting of Members.

8.2) Elections are to be held during the May General Meeting of the Members. If only a single person has been nominated for each office, a simple yes-or-no vote will be taken to confirm the nominees. If more than one person has been nominated for any office, paper ballot voting will be held.

8.3) The newly elected Executive Board will convene its first meeting, jointly, with the last meeting of the outgoing Executive Board for purposes of instruction and direction.

9) Special Committees

9.1) The Executive Board may appoint such committees from time to time as it deems advisable, and for such purposes or activities as it deems advisable. The Executive Board may adopt standing committees as needed. The identities of the standing committees and their functions will be set forth in Statements of Policy, as adopted or amended as needed.

10) Funds Management

10.1) (a) The Executive Board shall develop a budget for each school year.

(b) Unbudgeted financial items requiring funds of \$350 may be reviewed by the Executive Board for budgetary considerations. Unbudgeted financial items requiring funds greater than \$350.00 must be approved by the Corporate Members in attendance at the General meeting.

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10) Funds Management - Continued

- 10.2)** Funds allocated by the Corporation to the School faculty, either through the budgeting process or through fundraising activities (i.e., Read-a-Thon) must be used by the end of each school year or be returned to the Corporation General Fund.
- 10.3)** An overview shall be performed by the Executive Board no later than July 15th of each school year, or in the event of the resignation of the Treasurer.

11) Amendments

- 11.1)** The Bylaws may be amended in the following manner:
- (a) Any amendment must be proposed by the Executive Board or by written request of not less than ten (10) Members, addressed to the Executive Board.
- (b) The Bylaws or any section thereof may be amended or repealed by a two-thirds (2/3) vote of the general Members present at a General or Special meeting provided that notice of such proposed changes have been given.
- (c) If a proposed amendment requires Member approval, a statement of the nature and purpose of the proposed amendment must be read at one (1) meeting open to Members preceding the meeting of adoption, or the proposed amendment must be submitted to the Members. A majority vote of all Members present will be required to confirm each such amendment or to confirm the revised Bylaws as a whole.
- (d) Statements of Policy may be amended by the Executive Board.
- (e) Notwithstanding the foregoing provisions, the Bylaws may be amended a necessary to obtain a determination by the Internal Revenue Service that the Corporation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by the Franchise Tax Board that it is exempt from California Franchise or income tax under Section 23701 of the Revenue and Taxation Code of California by unanimous written consent of those Board Members present at any meeting of the Board at which a quorum is present.

12) Rules of Order

- 12.1)** The rules contained in Robert's Rules of Order Revised will govern the Corporation in all matters of parliamentary procedure to which they are applicable and not inconsistent with the Bylaws.

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13) Dissolution

- 13.1)** Should the Corporation not elect an Executive Board consisting of a minimum of a President, Secretary, and Treasurer, or not have such officers appointed by June 10, it is assumed that the general membership of Corporation wishes to dissolve the organization, effective at the conclusion of the fiscal year.
- 13.2)** Upon the dissolution or cessation of activities by the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed to the School, a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501©(3) of the Internal Revenue Code.

14) Liability


- 14.1)** No officer of this Corporation will be personally liable for the debts, liabilities or obligations of the Corporation.
- 14.2)** No Member, Executive Board Member, or agent of the Corporation (collectively, the “Covered Persons”) will be liable to the Corporation or any other Person who has an interest in or claim against the Corporation for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Corporation and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by these Bylaws, the Corporation’s Articles of Incorporation, or applicable law.

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14) Liability - Continued

- 14.3)** To the fullest extent permitted by law, this Corporation shall indemnify its Board Members, Committee Chairs and other persons described in California Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the 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 that section of the California Corporations Code. On written request to the Board by any person seeking indemnification under California Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under California Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in California Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Board Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Board Members who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the Members shall determine under California Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceedings covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

- 14.4)** 11.4 Insurance. This Corporation has the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board Members, Committee Chairs, and other agents, to cover any liability asserted against or incurred by any Officer, Director, or agent in such capacity or arising from the Officer's, Director's, or agent's status as such.

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