

Northgate Parent Faculty Club Constitution and Bylaws

(adopted 5/15/08)

Article 1. Name.

The name of this organization shall be the Northgate Parent Faculty Club (hereinafter PFC).

Article II. Purpose.

Section 1. Purpose

The purpose of the PFC shall be to foster and maintain communication among members of the school, home, and the community, to promote and enrich the welfare and education of youth, and to provide service and assistance for student activities through the cooperative effort of parents, educators, students, and interested members of the community.

Section 2. Distribution of Assets Upon Dissolution

The PFC shall be a nonprofit organization. The PFC does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purpose. Upon the dissolution of the PFC, after paying or adequately providing for the debts and obligations of the PFC, the remaining assets shall be distributed to a nonprofit fund which is organized for educational purposes, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Article III. Policies.

The PFC shall be educational, non-partisan, non-sectarian, and non-commercial and shall not endorse any political party or individual for public office.

Article IV. Membership and Dues

Every parent or legal guardian of a student attending Northgate High School is a member of the PFC. Each member of the Board of Directors shall be a member in good standing of the PFC. Members of the staff of Northgate High School are members of the PFC. No membership dues are required.

Article V. Board of Directors.

Section 1. Powers.

Subject to the limitations of the Articles of Incorporation, other sections of the bylaws and California law, all corporate powers of the PFC shall be exercised by or under the authority of, and the business affairs of the PFC shall be controlled by the Board of Directors (hereinafter Board). Except as otherwise expressly provided herein, no non-budgeted financial obligation or agreement shall be binding upon the PFC unless approved by the Board, and non-budgeted funds of the PFC shall not be disbursed, or assets of the PFC transferred or used, without Board approval.

Section 2. Nomination of Directors.

The Nominating Committee shall recommend for each of the positions on the Board of Directors for the next election at least one (1) nominee, with nominee consent. The Parliamentarian shall serve as chair of the Nominating Committee. The findings of the Nominating Committee shall be posted within the school and/or on the PFC website or via electronic communication.

Section 3. Election of Directors.

The Board of Directors shall be elected by the members in good standing of the PFC at a general membership meeting to be held in the Spring of each year. Notification of the date of this meeting shall be posted. Upon receiving the formal report of the Nominating Committee, nominations from the floor shall be called. In the event no nominations are made from the floor, the election shall be made by voice vote. A candidate must receive a majority of the votes cast in order to be elected. The newly elected Board of Directors shall take office immediately following the meeting, with the exception of the Treasurer who shall assume duties effective August 1.

Section 4. Members of the Board.

The Board of Directors shall consist of the elected Officers (as defined in Article VI, Section 1) and the Standing Committee Chairs (as defined in Article VII). Each member of the Board of Directors shall have one vote and shall serve without pay.

Section 5. Quorum.

Seven members of the duly constituted Board of Directors shall comprise a quorum for the transaction of business at any meeting; provided, that, of such seven members, three must be duly elected Officers.

Section 6. Duties.

Board members shall be active participants in the affair of the PFC. Duties shall include acceptance and function of one or more of the following positions: an Officer, a Standing Committee Chair, or a specialist. A specialist is a person with professional or other expertise who fulfills a need of the PFC or the Board.

Section 7. Term.

Each Board member shall serve up to a two-year term. No member of the Board of Directors shall hold the same position for more than one two-year term unless waived by the Board.

Section 8. Removal of Directors for Absence.

Any Board member who does not attend three (3) consecutive meetings of the Board or (4) regular meetings of the Board during any twelve (12) month period may be removed from his/her position by vote of three-fourths of the remaining Board of Directors then in office. Said Board member and all other Board members must be given written notice of pending removal two (2) days prior to the meeting in which this decision is to be voted upon. The Board may vote to rescind the removal if good reason is shown, the situation, which caused the excessive absences, is of a limited duration and the Board member's absence does not impact overall Board operation. The decision to rescind the removal must be approved by three-fourths of the remaining Board members then in office. Said Board member shall receive written notice of such decisions with in five (5) days of the meeting at which any vote is taken.

Section 9. Removal of Directors for Cause.

Any Board member may be removed from his/her position for just cause. Just cause includes but is not limited to breach of duty, fraudulent or dishonest acts or gross abuse of authority. Said Board member and all other members of the Board must be given written notice of pending removal for just cause two (2) days prior to the meeting in which this decision is to be voted upon. Removal from office for just cause must be approved by three-fourths of the remaining Board of Directors then in office.

Section 10. Vacancies.

Any Board member may resign effective upon giving written notice to the President or the Secretary of the Board. Such resignation will be effective when received unless the notice specifies a later time. If the resignation is effective at a future time, a successor may be selected before such time to take office when the resignation becomes effective. When a vacancy occurs in an elective position the Board may appoint a new person by majority vote. Each Board member who takes office pursuant to this paragraph shall serve until the expiration of the replaced Board member's term.

The Board may declare vacant the office of a Board Member who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found final order or judgment of any court to have breached any duty arising under Article III of the California Non Profit Public Benefit Law. No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of his/her term of office.

Article VI. Officers.

Section 1. Elected Officers.

The elected Officers of the PFC shall be the President, First Vice President, Second Vice President (who shall be Principal of Northgate High School), Secretary, Treasurer, Parliamentarian and Chair of the Northgate Education Fund.

Section 2. Duties of the President.

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the organization. The President shall preside at all meetings of the Board, shall be ex-officio a member of all standing committees and shall have such other powers and duties as generally pertain to the office, and as may be prescribed from time to time by the Board. The President shall make an annual report to the membership at the last Board meeting of the year.

Section 3. Duties of the Vice President.

In the absence or disability of the President, the First Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall also be responsible for informally providing communications, problem-solving and liaison services on questions of mutual concern as may be required from time to time between parents, faculty and students and recommending to the Board of Directors which financial requests of the various school departments should be funded.

Section 4. Duties of the Second Vice President.

The Second Vice President shall advise the President and may implement actions through the school office for the PFC.

Section 5. Duties of the Secretary.

The Secretary shall keep an accurate record of the proceedings of each meeting and shall be prepared to read or call the record of any business that may have transacted at any former meeting. The Secretary shall keep on file a copy of the Bylaws. The Secretary shall send out notices of all meeting and shall assume the correspondence of the organization when so requested by the President.

Section 6. Duties of the Treasurer.

The Treasurer shall present the annual budget as prepared by the Board, receive all monies of the organization, keep an accurate account of all receipts and disbursement, and shall make a report to the membership at each regular meeting. The Treasurer shall pay out all monies of the PFC by check signed by Treasurer and by the President or First Vice President. It is the Treasurer's responsibility to see that all PFC funds are deposited in bank accounts insured by the FDIC.

Section 7. Duties of Parliamentarian.

The Parliamentarian will see that board and special meetings are conducted in accordance with these bylaws as well as be responsible for the maintenance and compliance with the same. The Parliamentarian shall convene the Nominating Committee. The Parliamentarian shall oversee the selection process for filling any vacancies.

Section 8. Duties of Chair of Northgate Education Fund.

The Chair of the Northgate Education fund shall oversee the fund raising activities of the Northgate Education Fund.

Article VII. Standing Committees.

Section 1. Chairs.

The Standing Committees shall be determined by the Board and the Chairs of such Committees shall be elected in accordance with Article V. No individual may chair the same Standing Committee for more than two consecutive years unless waived by the Board of Directors. Each member of each committee must be a member in good standing of the PFC.

Section 2. Duties.

Description of the duties for each of the Standing Committees will be maintained by the Parliamentarian. All Standing Committees shall meet as required to carry out the work of the PFC.

Section 3. Special Committees.

The Board shall appoint such committees and representatives to fulfill specific assignments as may be deemed necessary.

Article VIII. Liaisons

It is a goal of the PFC to maintain active and supportive working relationships with other clubs and groups that work for the betterment of Northgate High School. Liaisons may be elected to the Board including, but not limited to, from the following organizations/groups: Music Boosters, Athletic Boosters, Site Council, Student Council, and Parent Action Team.

Article IX. Meetings.

Section 1. Regular Meetings of the Board of Directors,

Regular meetings of the Board are open to the membership of the PFC, and to the general public. The Board may meet in closed session whenever needed to discuss matters involving privilege information, personnel matters, or potential or pending litigation. Agendas will state the general topic or topics to be discussed in the closed session. Discussions will be limited to the announced topic or topics. The Board of Directors shall meet monthly from September through June with the exception of December. The Board shall determine if a meeting in December is necessary at its regular November meeting. Notice of dates for monthly Board of Directors meetings shall be given to the School Office a minimum of two weeks prior to the date of the meeting and/or shall be posted on the PFC Website or via electronic communication. Dates of Board Meetings shall be posted by the same the same means.

Section 2 Voting. All issues arising at regular meetings of the Board of Directors shall be carried by a simple majority of votes cast by those Board members present and voting.

Section 3 General Membership Meetings.

General membership meetings shall be held at least once in the fall to approve expenditures from the “teacher priority funds” line item of the budget and once in the Spring to vote on the recommendations of the Nominating Committee and to adopt the budget for the next school year, each at a time, date and location to be announced by the Board. Written notice of general membership meetings shall be given not less than two weeks in advance. Each member family shall have one vote at a general membership meeting. Each vote must be cast in person. Any matter presented for a vote shall be decided by a simple majority of the members present and voting.

Section 4 Special Meetings.

Special meetings shall be held upon the written request of 25% of the general membership or may be called at the discretion of the Board of Directors. Notice of a Special Meeting and the agenda for this meeting shall be circulated to the members of the Board of Directors at least seven (7) days prior to the date of the meeting. An announcement of the Special Meeting and the agenda for such shall be posted within the school and/or on the PFC Website or via electronic communication.

Article X. Fiscal Year.

The fiscal year of the PFC shall be August 1 through July 31.

Article XI. Auditor.

The Auditor shall be appointed by the Board; he/she shall conduct a review of the statement of income, expenditures, and cash balance for the fiscal year and render an annual written report to the Board as soon as practicable after the close of the fiscal year.

Article XII. Amendments.

These Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) majority of the Board of Directors at the regularly scheduled and authorized meeting at which a quorum is present. Any amendment or repeal shall be presented in writing to each member of the Board of Directors at least fourteen (14) days prior to the meeting at which the amendment is to be voted.

Adopted May 15, 2008