

Northgate Parent Faculty Club Constitution and Bylaws

Article I. GENERAL PROVISIONS

Section 1. Name and Purpose.

The Northgate Parent Faculty Club, a California non-profit public benefit corporation (hereinafter “PFC”) is organized for the purpose of enhancing and promoting the education, welfare and school activities of Northgate High School students through the cooperative effort of parents, educators, students, and interested members of the community.

Section 2. Policies.

The PFC is an educational, non-partisan, non-sectarian, and non-commercial entity and may not endorse any political party or individual for public office. The PFC may not support organizations that discriminate.

Section 3. Fiscal Year.

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

Section 4. Auditor.

An auditor will be appointed by the Board of Directors and will conduct a review of the PFC statement of income, expenditures, and cash balance for each fiscal year and render an annual written report to the Board of Directors as soon as practicable after the close of each fiscal year.

Section 5. Distribution of Assets Upon Dissolution.

The PFC is a nonprofit organization. The PFC does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. Upon the dissolution of the PFC, after paying or adequately providing for the debts and obligations of the PFC, the remaining assets must 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 II. MEMBERSHIP AND DUES

All members of the Northgate High School faculty and 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 must be a member in good standing of the PFC. No membership dues are required.

Article III. BOARD OF DIRECTORS

Section 1. Members of the Board of Directors.

The members of the PFC Board of Directors (hereinafter “Board of Directors” or “Board”) are the Executive Committee members (as defined in Article IV, Section 1); the

Standing Committee Chairs (as defined in Article IV, Section 10), and Liaisons (as defined in Article IV, Section 5). Each member of the Board of Directors has one vote and serves without pay. Each member of the Board of Directors will be an active participant in the affairs of the PFC.

Section 2. Powers.

Subject to the limitations of the PFC Articles of Incorporation, other sections of these bylaws and California law, all corporate powers of the PFC may be exercised by or under the authority of, and the business affairs of the PFC will be controlled by, the Board of Directors. Except as otherwise expressly provided herein, no non-budgeted financial obligation or agreement may be binding upon the PFC unless approved by the Board of Directors or the PFC, and non-budgeted funds of the PFC may not be disbursed, nor assets of the PFC transferred or used, without Board of Directors' or PFC approval. Any modification to the approved budget in excess of \$10,000 or reallocation in excess of \$20,000 may not be made without approval of the Board of Directors.

Section 3. Nomination of Board of Directors.

The Nominating Committee will recommend at least one nominee, with nominee consent, for each of the positions on the Board of Directors for each PFC election. The First Vice President-Parliamentarian will serve as chair of the Nominating Committee. The recommendations of the Nominating Committee will be posted within the school office and/or on the PFC website and/or sent via electronic communication.

Section 4. Election of Board of Directors.

The Board of Directors will be elected by PFC members in good standing at a general membership meeting held in the spring of each year. After receiving the formal report of the Nominating Committee, nominations from the floor will be called. The election will be made by voice or ballot vote. A candidate must receive a majority of the votes cast in order to be elected.

Section 5. Term.

The elected Board of Directors will take office and serve for a term of one year, beginning July 1 and ending June 30 of the following year, with the exception of the Treasurer who will have a term beginning August 1 and ending July 30. No member of the Board of Directors may hold the same position for more than two consecutive terms unless waived by the Board of Directors.

Section 6. Removal of Board of Directors for Cause.

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

Section 8. Vacancies.

Any Board of Directors member may resign by giving written notice to the President or the Secretary of the PFC. When a vacancy occurs in an elected position, the Board of Directors may appoint a new person by majority vote. The PFC member who fills a vacated position will serve the remainder of the term.

The Board of Directors may declare vacant the position of a Board of Directors member who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty arising under Article III of the California Non Profit Public Benefit Law.

Section 9. Non-liability and Indemnification of Board of Directors.

No member of the Board of the Directors may be personally liable for the debts, liabilities, or other obligations of the PFC. Any member of the Board of Directors who is involved in litigation by reason of his or her position as a director or officer of the PFC will be indemnified and held harmless by the PFC to the fullest extent authorized by law. The Board of Directors may authorize the purchase and maintenance of director's and officer's insurance on behalf of members of the Board of Directors.

Article IV. OFFICERS

Section 1. Executive Committee Members.

The Executive Committee members of the PFC are the President, First Vice President-Parliamentarian, Second Vice President-Fundraising, Secretary, Treasurer, Education Fund Chair, Financial Secretary and Past President. Positions may be shared, and every member sharing a position may vote on the Executive Committee.

Section 2. Duties of Executive Committee Members.

a. President.

Subject to the control of the Board of Directors, the duties of the President include generally supervising, directing and controlling the business and affairs of the PFC. In addition, the President will preside at all meetings of the Board of Directors, be an ex-officio member of all Standing Committees and have such other powers and duties as generally pertain to the office, and as may be prescribed from time to time by the Board of Directors. The President will communicate regularly with the members of the Board of Directors and PFC and will make an annual report to the membership at the last Board of Directors meeting of the school year. The President also will be a liaison between parents, the school administration, and the staff regarding PFC matters.

b. First Vice President-Parliamentarian.

In the absence or disability of the President, the First Vice President-Parliamentarian will perform the duties of the President, and in so acting will have all the powers of the President. The duties of the First Vice President-Parliamentarian include seeing that PFC meetings are conducted in accordance with these bylaws as well as being responsible for

the maintenance of and compliance with the bylaws. The First Vice President-Parliamentarian also will convene the Nominating Committee and oversee the selection process for filling any Board of Directors vacancies.

c. Second Vice President-Fundraising.

The duties of the Second Vice President-Fundraising include overseeing all fundraising efforts on behalf of the PFC and being an ex-officio member of all fundraising committees. In addition, the Second Vice President-Fundraising is responsible for communicating with the Executive Committee and the Board of Directors regarding all fundraising activities and opportunities.

d. Secretary.

The duties of the Secretary include keeping an accurate record of the proceedings of each meeting and posting such record on the PFC website. The Secretary will also be prepared to read or call the record of any business that may have transacted at any former meeting. The Secretary will keep on file a copy of the bylaws. The Secretary will send out timely notices of all meetings to the school office, and/or post on the PFC website and/or send via electronic communication. The Secretary will assume the correspondence of the organization.

e. Treasurer.

The duties of the Treasurer include presenting the annual budget as prepared by the Board of Directors, receiving all monies of the organization, keeping an accurate account of all receipts and disbursements, and making a report to the membership at each PFC meeting. The Treasurer will pay out all monies of the PFC either by check, signed by the Treasurer and the President, or by an electronic debit transaction that is approved by the Treasurer and the President. If either the President or Treasurer is not available, the secondary signer or approval may be the Secretary or First Vice President-Parliamentarian. The Treasurer is responsible to ensure that all PFC funds are deposited in bank accounts insured by the FDIC.

f. Education Fund Chair.

The duties of the Education Fund Chair include overseeing the fund raising activities of the Northgate Education Fund.

g. Financial Secretary.

The duties of the Financial Secretary include collecting all cash and checks received by the PFC, verifying amounts and depositing the funds to the bank. The Financial Secretary will communicate all such deposits to the Treasurer and appropriate Standing Committees.

h. Past President.

The immediate Past President of the PFC will serve one year on the Executive Committee. The Past President will serve in a transition role, acting as an advisor to the Executive Committee.

Section 3. Standing Committees.

Standing Committees will be designated by the Board of Directors and the Chairs of such committees will be elected in accordance with Article III, Section 3. 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. The First Vice President-Parliamentarian will maintain a description of duties for each of the Standing Committees. All Standing Committees will meet as required to carry out the work of the PFC.

Section 4. 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 from (but not limited to) the following organizations may be elected to the Board of Directors: Northgate Instrumental Music Boosters, Northgate Choral Music Boosters, Northgate Athletic Boosters, Northgate Site Council, Northgate Community Pride Foundation, and Northgate Student Council.

Section 5. Special Committees and Specialists.

The Board may appoint such special committees and specialists to fulfill specific assignments as it deems necessary. Chairs of such special committees and specialists are not members of the Board of Directors unless elected in accordance with Article III, Section 3. A specialist is a person with professional or other expertise who fulfills a need of the PFC or the Board of Directors and has been accepted by vote of the Executive Committee.

Article V. MEETINGS

Section 1. Executive Committee Meetings.

Executive Committee members and any invited guests will attend Executive Committee meetings. The Northgate High School Principal or duly appointed faculty or staff representative will be requested to attend all Executive Committee meetings and PFC meetings. While not voting members, the views of the Principal and his or her representative will be solicited and received on all matters that come up for discussion or action. The Executive Committee will meet monthly from September through June with the exception of December. The Executive Committee will determine if a meeting in December is necessary.

Section 2. PFC Meetings.

PFC meetings will be held monthly September through May during the school year with the exception of December, unless a December meeting is determined to be necessary at the November PFC meeting. PFC meetings will be either general membership meetings or Board of Directors meetings, as determined by the Executive Committee. General membership meetings will be held at least once in the fall and once in the spring. The general membership spring meeting will be to vote on the nominations for the next fiscal year's Board of Directors and PFC budget. General membership meetings and meetings of the Board of Directors are open to the membership of the PFC and to the general

public, except as provided in Article V, Section 3 below. A PFC member must be physically present in order to vote on a matter at a general membership or a Board of Directors meeting, except for a vote to amend these Bylaws in accordance with Article VI below.

Notice of dates for PFC meetings will be given to the school office a minimum of one week prior to the date of the meeting and/or posted on the PFC website and/or via electronic communication. Agendas will be posted one week prior to PFC and Board of Directors meetings on the PFC website and/or via electronic communication.

Section 3. Closed Meetings.

The Board of Directors may meet in closed session whenever needed to discuss matters involving privileged information, personnel, or potential or pending litigation. Discussions in the closed meeting will be limited to such matters.

Section 4. Special Meetings.

Special meetings will be held upon the written request of 25% of the PFC members or may be called at the discretion of the Board of Directors. Notice of a Special Meeting and the agenda for the meeting will be circulated to the members of the Board of Directors at least one week prior to the date of the meeting, provided that if a majority of the Executive Committee agrees that circumstances warrant that a meeting be called sooner, notice and the agenda may be circulated one day prior to the date of the meeting. An announcement of the Special Meeting and the agenda will be posted within the school office and/or on the PFC website and/or via electronic communication.

Section 5. Voting; Quorum.

a. Executive Committee Meeting. A quorum of the Executive Committee is a simple majority of the committee. Once a quorum is met, any matter presented for a vote will be decided by a simple majority of Executive Committee members present.

b. Board of Directors Meeting. A quorum for the transaction of business at a Board of Directors meeting is seven members of the Board of Directors, provided that of such seven members three must be Executive Committee members. Once a quorum is met, any matter presented for a vote will be decided by a simple majority of Board of Directors members present.

c. General Membership Meeting. A quorum for the transaction of business at a general meeting is seven members of the PFC, provided that of such seven members three must be Executive Committee members. Once a quorum is met, any matter presented for a vote will be decided by a simple majority of PFC members present.

d. Special Meeting. A quorum for the transaction of business at a special meeting is comprised of seven members of the PFC, provided that of such seven members three must be Executive Committee members. Once a quorum is met, any matter presented for a vote will be decided by a simple majority of PFC members present.

Section 6. Rules of Order Recommended.

It is recommended but not required that the current edition of Robert's Rules of Order be used as a guide for matters of procedure not specifically covered by these Bylaws.

Article VI. AMENDMENTS.

These bylaws may be amended or repealed and new bylaws adopted by the affirmative vote of two-thirds majority of the Board of Directors, which vote may be made electronically or in person at a meeting. Any amendment or repeal will be presented in writing to each member of the Board of Directors at least one week prior to the date of the meeting.