

SERRA PARENT PARTICIPATION PRESCHOOL

BYLAWS

Article I. Name

The name of this organization shall be Serra Parent Participation Preschool.

Article II. Policy and Purpose

Section A. The purpose of this organization is to provide an educational program to preschool age children in a cooperative environment with the participation of the parents of the children as assistants to the trained instructor. The corporation will also offer educational meetings to the parents.

Section B. This organization shall be non-profit, non-sectarian, and non-partisan.

Section C. This organization admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

Section D. The property of this corporation is irrevocably dedicated to the purposes in Section A & B hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

Section E. The governing policies of the school, the Standing Rules, shall be decided upon by a two-thirds vote of all the members present and voting.

Section F. This organization shall be a member of Orange County Council of Parent Participation Nursery Schools.

Article III. Membership

Section A. Membership shall be open to any family who meets the requirements as stated in the Standing Rules. Said membership shall be limited to the total enrollment allowed by the State of California, Health and Welfare Agency, Department of Social Services.

Section B. Members shall be required to fulfill all duties as outlined in the Standing Rules.

Section C. Members shall have a probationary period and may be terminated in accordance with the Standing Rules.

Section D. As vacancies occur, membership quota will be filled in accordance with the Standing Rules.

Article IV. Finances

Section A. The fiscal year of the Preschool shall be from July 1 to June 30.

Section B. Budget

1. The Budget Committee will consist of the Director of the School (“Director”) and the Executive Board (President, Vice President, Secretary, and Treasurer) with the Treasurer acting as chairperson.
2. The Budget is to be prepared by the Treasurer and presented to Membership for approval at the last General Meeting of the current year for the following fiscal year. If a working budget cannot be formulated or agreed upon by membership by that time, the presentation of the budget may be delayed until the first General Meeting of the following fiscal year.
3. Any money not budgeted will be spent at the discretion of the Board or the Director.

Section C. Auditing

1. The board shall be responsible for an annual review of the treasurer’s books no later than 120 days after the end of the fiscal year.

Section D. Insurance

1. Insurance that is deemed necessary by the Director, with Board approval, will be acquired.
2. Worker’s Compensation shall be provided for the school personnel.
3. For purposes of Worker’s Compensation, parents are not considered employees of the Preschool.

Section E. Fees and fines will be assessed to members in accordance with the Standing Rules.

Article V. Contracts

Section A. The President, Vice President, Treasurer and Director will meet prior to year-end for a program and performance review of school personnel. The incoming President, Vice President and Treasurer shall also be present at this meeting.

Section B. A committee consisting of the outgoing President, Vice President and Treasurer and the incoming President, Vice President and Treasurer (or President-appointed member if any of these positions are open) shall meet to create a proposed contract renewal offer to be presented to school personnel, including the Director, prior to the end of the fiscal year.

Article VI. Meetings

Section A. General Membership Meetings

1. An annual meeting of the general membership shall be held for the purpose of electing the board of directors (which includes the election of the officers as well as the committee chairs to be held by each respective board member), and for the transaction of such other business as may come before the meeting.
2. Monthly meetings during the school year shall be required of each member in accordance with the Standing Rules.
3. Membership quorum and voting guidelines shall be followed in accordance with the Standing

Rules.

4. The Director or any member of the Board shall be entitled to call a special general meeting upon giving seven (7) days notice to the General Membership.

Section B. Board Meetings

1. The Board shall meet monthly preceding the general membership meeting. Notification of the date of the meetings will be given to all the members.
2. Special board meetings deemed necessary may be called by the President or upon the request of five board members.
3. All members are entitled to attend Board meetings without voting privileges.
4. Any member wishing to have an item placed on the agenda should notify the appropriate Board member no later than seven days before the Board meeting, when possible.
5. Fifty-one (51) percent of the Board members shall constitute a quorum. A majority vote of this quorum shall be necessary to pass any measure.
6. Any Board member who misses two consecutive board meetings or any three meetings total in any school year shall be dropped from the Board unless excused by the Board.

Section C. School Sessions

The school calendar shall be established by the Director and the President, in accordance with the Standing Rules, and approved by the Board at the first Board meeting of the year.

Article VII. Administration

Section A. Powers and Duties of Executive Board (President, Vice President, Secretary, and Treasurer)

1. The responsibility for administering the affairs of the school is delegated to the Executive Board. It shall implement the policies of the school and shall transact business consistent with the bylaws of the organization. The Executive Board may make decisions in emergencies.
2. The Executive Board shall approve the hiring of school personnel and issue contracts accordingly.

Section B. Members of the Board

1. The Executive Board shall consist of the following elected officers: President, Vice President, Secretary, and Treasurer. The balance of the Board of Directors shall be elected as Family Growth Chairperson, OCCPPNS Delegate, Ways and Means Chairperson, and Membership Chairperson. Parliamentarian is an optional Board position that can be determined necessary by the new Board, once elected.
2. The term of office for Board Members shall be one year, with a maximum of two consecutive years in the same position, unless the position remains unfilled.
3. All members of the Board must be active members (the member's child must be enrolled and attending the preschool).
4. Any change to the minimum or maximum number of Board Members requires an amendment to the Articles of Incorporation and can only be adopted by approval of a majority vote of the members. This includes changing from a variable board to a fixed board, or vice versa.

Section D. Removal and Vacancies

1. A vacancy created on the Board, other than that of the President, shall be filled by appointment of the President with the approval of the Executive Board and the Director.
2. In the event of a vacancy in the President's office, the Vice President shall succeed to the Presidency for the unexpired term.
3. Any board member who fails to execute their duties or is remiss in attendance as stated in Article VI, Section B, may be removed from office based upon a majority vote of the Board.

Section E. Nomination and Election

1. Nominations for Board positions and respective officer or committee chair shall be open to the General Membership as announced by the existing Board. The Director may advise as to such nominations. The slate with the consent of the candidates shall be presented to the general members at the last General Meeting of the year, at which time nominations may also be made from the floor.
2. Should there be only one candidate for any office, the ballot for that office may be dispensed with and the election held by voice vote.
3. Should there be more than one candidate for any position, the vote shall be written.
4. Board Members and Officers shall be elected yearly by a majority vote of the members present. Newly elected Board Members and Officers take office July 1.

Section F. Functions of the Board Members

1. The President shall preside at all meetings of the members and of the Executive Board and Board of Directors; shall collaborate with the Director for the activities of the school; shall help the Director schedule programs for general membership meetings; shall fill all appointed Board positions and vacated offices with the Executive Board's approval; handle Standing Rule and Bylaw revisions; shall co-sign checks; and manage the school calendar.
2. The Vice President shall preside in the absence of the President; shall be in charge of the annual evaluation of the school and personnel; shall receive applications for the Director position and arrange interviews; shall oversee the Director's arrangement for substitute teachers; shall handle handbook revisions; shall receive questions, suggestions and problems for referral to the Board; oversees the marketing of the school including managing the website; and ensures the school's compliance with all non-profit requirements.
3. The Secretary shall take minutes of all meetings; shall produce and maintain records of attendance of all meetings and report absences and excuses at each board meeting; shall produce and supply attendance sheets and see that school attendance for children and assisting parents is posted and filed; shall distribute general membership meeting minutes via the Serra Preschool website as well as posting a copy on the school bulletin board; and shall assign and keep record of members jobs.
4. The Treasurer shall receive and safely keep all funds of the school, disbursing them upon the order of the President, Director and/or general membership in accordance with Article IV; shall keep accurate records of receipts of disbursements, reporting monthly to the Executive Board and general membership; shall collect all fees required of members; shall serve as chairman of the budget committee; shall be responsible for submitting the appropriate information to the tax accountant on time and shall be responsible for securing insurance for the school and worker's compensation for the school personnel.
5. The Membership Chairperson shall be responsible for maintaining a waiting list of interested applicants and explaining the purposes of the school and the obligations of members to anyone who seeks information; keep a file of applicants and see that they meet all obligations and have the necessary forms completed and on file; supply applicants with enrollment forms and notify them of vacancies when they occur; arrange an interview with the Director before entering

school if necessary; keep the membership roster up-to-date each month and upon enrollment of a new member, or withdrawal of a member, notify the appropriate board member and job positions and update enrollment forms as indicated.

6. The Ways and Means Chairperson will be responsible for the organization of fundraising projects (both mandatory and voluntary); shall present these to the board for approval; shall present to the general membership and be responsible for implementing the projects.
7. The Family Growth Chairperson shall arrange adult education classes.
8. The OCCPPNS (Orange County Council of Parent Participation Nursery Schools) Delegate shall attend OCCPPNS meetings to share the school's ideas and activities, and shall report what is learned from the council to the group. The Delegate shall coordinate the school's participation in OCCPPNS activities and assume committee responsibilities; and shall collaborate with the Director on any requests for financial aid from OCCPPNS.
9. The Social Chairperson shall be responsible for strengthening the sense of community through social activities at school.
10. The Parliamentarian position can be offered to the outgoing President with Board approval. Once voted in, they can attend both board and general membership meetings as a voting member; will serve in an advisory capacity, being familiar with good parliamentary procedure and the Bylaws and Standing Rules of the school. Should the outgoing president be unable to serve, a Parliamentarian may be appointed by the President with the approval of the majority of the board. There need not be a Parliamentarian each year.

Article VIII. Committees

Section A. The President appoints committees necessary to direct the operation of the school.

Article IX Indemnification and Non-liability of The Board of Directors

Section A. No member of the Board shall be personally liable for the debts, liabilities or other obligations of this organization.

Section B. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 section 5238(a) of the California Corporations Code.

Section C. Approval of Indemnity. On written request to the board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in 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 directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board may either request the corporation's members vote to approve the indemnification, with the persons seeking indemnity not being entitled to vote, or may cause the

corporation to apply to the court in which the action against the parties seeking indemnity is pending for a determination as to whether indemnification is appropriate.

Section D. Advancement of Expenses. 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 paragraphs A and B of this Article VII of these bylaws in defending any proceeding covered by those paragraphs 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

Section E. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

Article X. Parliamentary Authority

Section A. Roberts Rules of Order, Revised, shall govern the meetings of the Preschool when they are not consistent with the Bylaws and Standing Rules of the Preschool.

Section B. The President shall be responsible for the revision or editing of the Standing Rules of the Preschool. These Standing Rules shall be approved by a two-thirds vote of the members present and voting at a regular meeting.

Article XI. Amendments

Section A. Proposed amendments to the Bylaws shall be submitted in writing (email is acceptable) to the Board not less than one week prior to the board meeting at which time they shall be voted upon. Adoption of the amendment shall require a two-thirds vote of those present and voting.