

**BYLAWS**

**OF THE**

**BLOSSOM HILL HOME AND SCHOOL CLUB, INC.**

# **BYLAWS**

## **ARTICLE 1 – NAME**

The name of the Club is the Blossom Hill Home and School Club (the “Club”). The Club is located in Los Gatos, California.

## **ARTICLE II – PURPOSES**

The purposes of the Club are:

1. To promote open communication and positive school and community relationships that enhances the educational environment of those children attending Blossom Hill School.
2. To establish and maintain a working relationship between parents, the Blossom Hill School and the community.
3. To support and promote the best education possible for the students of Blossom Hill School.
4. To enhance the quality of education of the students of Blossom Hill School by raising funds to provide for the compensation of support staff, school supplies and educational programs.
5. To conduct such other actions as the Board may determine will improve the quality of the education of the students of Blossom Hill School.

## **ARTICLE III – BASIC POLICIES**

The basic policies of the Club are as follows:

1. The Club shall be noncommercial, nonsectarian, and non-partisan.
2. The name of the Club or the names of any directors or officers of the Club in their official capacities shall not be used to endorse or promote a commercial concern or a partisan interest or for any purposes not appropriately related to the promotion of the purposes of the Club. This prohibition shall not prevent the Club from displaying advertising of the Club’s sponsors.
3. The Club shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to any candidate for public office.
4. The Club may cooperate with other districts, schools, clubs and groups that are concerned with child education and welfare, including the donation of money to such entities upon the approval of the Board of Directors of the Club (the “Board”).

## **ARTICLE IV – MEMBERSHIP AND MEETINGS**

### **SECTION 1. Membership**

The Club shall have one class of members. Membership is open only to parents or guardians of students attending Blossom Hill School and to teachers and staff members of Blossom Hill School. Membership will be limited to one (1) membership per family, regardless of the number of children from that family attending the Blossom Hill School. In the case of divorced parents, each parent is eligible to be a member. Each member shall pay the annual dues as they may be established by the Board from time to time.

### **SECTION 2. Membership Voting**

Members are entitled to vote for:

- i. the election of officers and directors of the Club as set forth in Section 3 below,
- ii. the expenditure of certain funds, and the Club's annual operating budget both as described in Article VII. Section 2.
- iii. Those matters that the Board may determine in the exercise of its discretion should be submitted to a vote of the members.
- iv. Amendments to these Bylaws as described in Article X.
- v. Such other matters as may be required by these Bylaws or California law.

Each member (one per family, unless divorced) shall be entitled to one (1) vote on those matters submitted to a vote of the members. Only those persons who qualify as members will be entitled to act as officers or directors of the Club or to exercise the rights of members under these Bylaws.

### **SECTION 3. Annual Meeting of Members**

An annual meeting of the members shall be held each year during the month of May at a place, date and time to be designated by the Board. At the annual meeting the new Board and officers of the Club for the succeeding year will be elected and such other business as may be submitted to the vote of the members by the Board shall be conducted. Meetings may be called by the Board upon notice published pursuant to Section 5 below.

### **SECTION 4. Proxies**

Members shall have the right to vote either in person (i.e., orally or by written ballot) or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the Club prior to the meeting, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Club Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors and officers, shall list those persons who were nominees at the time the notice of the vote for election was given to the members. In any election of the directors and officers, any proxy which is marked by a member as “withhold” or otherwise marked in a manner indicating that the authority to vote in the election is withheld shall not be voted either for or against the election of a director or officer.

#### **SECTION 5. Notice of Meeting**

All notices of meetings of the members shall be given by the usual and customary method of distributing information to students or families, or by first class mail, postage prepaid, and shall specify the date, time and location of the meeting and the general nature of the business to be transacted. Notice of meetings of the members shall be given at least seven (7) days prior to the date of the meeting.

#### **SECTION 6. Quorum**

A quorum of the members necessary to hold a valid meeting of the members at which the approval of the members is being solicited shall consist of not less than 20 members (either voting in present or by proxy) and 1/3 of the directors. Unless otherwise required by these Bylaws, the vote of a majority of the members shall be sufficient to approve all matters submitted to the members. The vote may be conducted by either a simple show of hands or by a written ballot.

Except as otherwise provided in these Bylaws, the Articles of Incorporation of this Club, or by law, no business shall be considered by the members at any voting meeting of the members at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. The members present at a duly called and held meeting at which a quorum is initially present may continue to the business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or the Bylaws of the Club.

## **ARTICLE V – OFFICERS**

### **SECTION 1. Qualifications of Officers**

Each officer of the Club shall be a current member of the Club and shall have a child enrolled as a student at Blossom Hill.

### **SECTION 2. Officers**

The officers of the Club shall be as follows:

- the President
- the President-Elect
- the Vice President
- the Secretary
- the Treasurer
- the Parliamentarian

A single person may hold one or more of the offices set forth above, provided that the office of President and Treasurer may not be held by the same person. Two persons may also hold a single office.

### **SECTION 3. Nominating Committee**

Nominations for officers of the Club shall be made by a nominating committee which shall be appointed by the Board at least one month prior to the annual meeting of the members. The committee shall serve until the completion of the annual meeting. The nominating committee shall be composed solely of members of the Club. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for office.

### **SECTION 4. Election of Officers**

The election of the officers shall be held at the annual meeting of the Club as described in Article IV. The office of the president shall require a three year commitment. During the first year of the term, the person elected as president shall function as president-elect, during the second year such person shall hold the office of president, and during the third year such person shall hold the office of parliamentarian. The term of all other officers shall be for one year.

### **SECTION 5. Term of Officers**

Officers shall serve for the duration of their terms or until their successors are elected or appointed by the Board in the event of the resignation of an officer. Officers shall assume their duties at the June member meeting.

## **SECTION 6. Vacancy**

A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by the Board. The appointment to fill a vacancy shall require a majority vote of the Board.

# **ARTICLE VI – DUTIES OF OFFICERS**

## **SECTION 1. Duties of President**

The president shall:

- a. Coordinate the work of the Board, the officers and the committees of the Club in order that the purposes of the Club may be accomplished.
- b. Preside at all meetings of the members of the Club and of the Board.
- c. Be an ex officio member of all committees
- d. Have the right to expend up to the sum of \$500 per item to promote the purposes of the Club, provided that such sum is contemplated by the Club's annual budget. Expenditures of sums greater than \$500 must be approved by the Board as described in Article VII.
- e. Ensure notices of member meetings are posted.
- f. Will become Parliamentarian for the year following the expiration of the term of office.
- g. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

## **SECTION 2. Duties of President-Elect**

The president-elect shall:

- a. Act as aid to the president and perform the duties of the president in the absence or disability of the president to act.
- b. Learn the duties and responsibilities of the office of president.
- c. Sit on the school site council
- d. Will become president the following school year.
- e. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

### **SECTION 3. Duties of Vice President**

The vice president shall:

- a. Communicate to the community via the marquee and community media
- b. Coordinate school apparel production and sales
- c. Act as the liaison to the Los Gatos Education Foundation
- d. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

### **SECTION 4. Duties of Secretary**

The secretary shall:

- a. Keep an accurate record of the proceedings of all meetings of the members of the Club and of the Board.
- b. Be prepared to refer to the minutes of previous meetings.
- c. Record all expenditures in the minutes
- d. Keep a current copy of the Bylaws of the Club. Conduct all necessary correspondence of the Club upon authorization of the president, the Board or committee chairs.
- e. Keep a list of all members of the Club.
- f. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

### **SECTION 5. Duties of Treasurer**

The treasurer shall:

- a. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the Club.
- b. Receive all moneys for the Club, giving a receipt therefore, and deposit them in the name of the Club in a bank approved by the Board.
- c. Receive and retain a copy of the deposit slip for any deposit made.
- d. Pay all bills as authorized by the Board or the President.
- e. Secure two signatures on all checks. Any two of the following are authorized to sign: the President, President-Elect, Treasurer, and Parliamentarian.
- f. Keep an accurate record of receipts and disbursements in a ledger which shall be a permanent record of the Club.
- g. Keep the membership informed of expenditures as they relate to the budget adopted by the Club.
- h. Present a statement of account at every meeting of the Club and the Board and at other times when requested by the Board.
- i. Make an annual financial report to the Club, which may include gross receipts and disbursements for the year to the presented to the members.

- j. Prepare or have prepared those reports, filing and statements as may be required by the Internal Revenue Service and the California Franchise Tax Board.
- k. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

**SECTION 6. Parliamentarian**

The parliamentarian shall:

- a. Attend all meetings of the Club and of the Board and give necessary advice in parliamentary procedure when requested.
- b. Chair the nominating committee and conduct the election process.
- c. Chair the Bylaws committee and review Bylaws and standing rules as needed.
- d. Perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

**SECTION 6. Duties Upon End of Office**

Upon the expiration of the term of office or in case of resignation or termination, each officer shall turn over to the president, without delay, all records, books and other material pertaining to the office and shall return to the treasurer, without delay, all funds belonging to the Club.

**ARTICLE VII – THE BOARD OF DIRECTORS**

**SECTION 1. Board of Directors**

The Board of Directors shall consist of the elected officers and the Blossom Hill School Principal. The directors shall be elected by the members at the annual meeting of the members of the Club to be held in May of each year. Each director shall hold an office of the Club as set forth in Article V. The school Principal may not hold any office of the Club.

**SECTION 2. Authority and Duties of the Board**

The Board:

- a. Shall have the authority to manage the affairs of the Club, and all powers and actions of the Club will be exercised by or under the direction of the Board. By way of example, the Board will have authority to manage the affairs, funds and property of the Club. Except as otherwise provided in these Bylaws, the Board may establish and delegate performance of duties and exercise of powers to officers and agents of the Club from time to time.



- b. Shall create committees as it deems necessary to promote the objectives of the Club.
- c. Shall fill all vacancies in office as they may exist from time to time.
- d. Shall present at the regular meeting of the members to be held in June of each year, the annual report (including financial statements).
- e. Shall receive a financial report from the treasurer at each meeting.
- f. Shall approve by a 2/3 vote the budget of the Club for each annual year and shall submit such budget for approval by the members at the regular meeting of the members to be held in September of each year. At such meeting the Board shall also present the goals of the Club to the members.
- g. Shall approve any unbudgeted expenditures of the Club greater than \$500 and less than 10% of the Club's budget. Unbudgeted expenditures of \$500 or less may be approved by the Club President pursuant to Article VI, section 1. Unbudgeted expenditures exceeding 10% of the annual budget must be approved by the members.

### **SECTION 3. Meetings of Board**

- 1. Board Meetings. The Board shall conduct regular monthly meetings of the directors during each school year. The President may invite persons who are members or non-members of the Club to attend Board meetings if the President determines it is in the best interest of the Club to do so.
- 2. Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of any three (3) directors.
- 3. Quorum. A majority of the directors will constitute a quorum for the transaction of business at a meeting duly held at which a quorum is present is the act of the Board, unless California law or these Bylaws require a greater number.
- 4. Notice. Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by these Bylaws or by resolution of the Board or by the usual and customary method of distributing information to students or families. Notice of any special meetings of the Board must be given to each director at least (i) five (5) days in advance if delivered by mail, or (ii) three (3) days in advance, if delivered personally or by telephone, facsimile, electronic mail or other electronic means. The business to be transacted at the meeting will be specified in the notice of meeting.
- 5. Action by Board Without Meeting. Any action permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to such action.

#### **SECTION 4. Number of Directors**

The Board shall consist of at least seven persons who shall serve for an annual term or until their successors are appointed or elected.

#### **SECTION 5. Removal of Directors**

Any director may be removed “for cause” by a vote of 2/3 of the directors of the Board or by a vote of a majority of the members of the Club. “For cause” shall mean, among other things, that a director shall have missed three consecutive meetings of the Board or fails to support the mission of the Club.

### **ARTICLE VIII – COMMITTEES**

#### **SECTION 1. Creation of Committees**

The Board may create those committees that it deems necessary to carry out the work of the Club.

#### **SECTION 2. Committee Chairs**

The chairs of the committees shall be appointed by the Board. The term of office of the committee chairs shall be such terms as may be established by the Board from time to time.

#### **SECTION 3. Board Approval of Committees**

The committee chairs shall present detailed proposals that describe the manner in which the committee intends to accomplish the purpose for which the committee was appointed by the Board. The Board shall review and approve the proposal before the committee is authorized to conduct any actions on behalf of the Club. As a condition to approving the proposal, the Board may require that the committee provide regular reports to the Board as to the status of its activities. No member of a committee shall have any authority to sign any agreement or otherwise contractually bind the Club in any way.

#### **SECTION 4. Committee Records**

Each committee chair shall keep written records of all receipts and disbursements of the committee.

#### **SECTION 5. Duties Upon Expiration of Committee**

Upon the expiration of the term of the committee chair or in case of resignation or termination, each committee chair shall turn over to the president, without delay, all Club

funds, records, books, records of receipts and disbursements, and other material belonging to the Club.

## **ARTICLE IX – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Club where they are applicable and do not conflict with these Bylaws.

## **ARTICLE X – AMENDMENTS**

Subject to any provision of California law applicable to the amendment of these Bylaws, these Bylaws may be altered, amended, or repealed and new Bylaws adopted at any regular meeting of the members by two-thirds approval of those members present, provided that a quorum was met and further provided that notice (by publication in a newsletter, flyer, email or otherwise) of such amendment at least ten (10) days prior to such meeting was given to the members.

## **ARTICLE XI – LIABILITY & INDEMNITY**

### **SECTION 1. No Personal Liability**

No officer or director of the Club will be personally liable for the debts, liabilities or obligations of the Club.

### **SECTION 2. Covered Persons Not Liable**

No officer, director or agent of the Club (collectively, the “Covered Persons”) will be liable to the Club or any other person who has an interest in or claim against the Club 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 Club and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by these Bylaws, the Club’s Articles of Incorporation, or applicable law.

### **SECTION 3. Indemnity**

To the fullest extent permitted by law, the Club shall indemnify its directors, officers and other persons described in California Clubs 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 Club, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these bylaws, shall have the same meaning as in that section of the California Corporation Code.

On written request to the Board by any person seeking indemnification under California Corporation's Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under California Corporation's Code Section 5238(e) whether the applicable standard of conduct set forth in California Corporation's 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 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 shall promptly call a meeting of the members. At that meeting, the members shall determine under California Corporation's 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 proceeding covered by this Section shall be advanced by the Club before final disposition of the proceeding, on receipt by the Club 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 Club for those expenses.

**SECTION 4. Insurance**

The Club has the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, 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.



Adopted and approved by the members of the Club on April 8, 2004.