

BYLAWS OF
CERRO VILLA SCHOOL PARENT FACULTY STUDENT ORGANIZATION
As Amended May 14, 2014

ARTICLE I - NAME

1. The name of this non-profit corporation shall be the Cerro Villa School Parent Faculty Student Organization (Cerro Villa School PFSO), located at 17852 Serrano Avenue, Villa Park, California, 92861.
2. Beginning date of this original organization was November 5, 1992 starting with the advance ruling period; the incorporation date was January 6, 1994.
3. Subject to the limitations of the Articles of Incorporation, of the bylaws, and of the laws of the State of California, as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of and the business and affairs of the corporation shall be controlled by a Board of Directors.

ARTICLE II - OBJECTIVES

1. To bring into closer relationship the home and school, in order to enhance the mental, physical and social development of all students.
2. To promote the welfare of youth through cooperation with the home and community.
3. To develop between educators and the general public, such united efforts that will secure for all youth the highest advantage in physical, mental, ethical, and social education.

ARTICLE III - POLICIES

1. This corporation shall function as a non-profit, non-partisan, and non-political organization.
2. A sound financial position shall be maintained.
3. This organization shall not seek to interfere with administrative activities of Cerro Villa School. This organization shall not become involved or intervene in any dispute or negotiation between the Orange Unified School District and its personnel.
4. No profit making organization or individual shall be granted the privilege of selling anything or making money in any way during any sponsored Cerro Villa School PFSO activity, except for the profit of this organization and organizations and activities directly connected with Cerro Villa School and supported and approved by the faculty and administration of Cerro Villa School.

5. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3), effective January 6, 1994 (date of Cerro Villa School PFSO's determination of exemption).
6. The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directions, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit or to render it liable for any purpose or to any amount.
7. No part of the net earnings of this association 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 tax-exempt purposes for which it was formed.
8. All profit from projects involving Cerro Villa School PFSO, above its budgeted line items shall be spent for materials, projects, and equipment as recommended by a GOALS COMMITTEE, consisting of the following: President, President Elect, Treasurer, and the Ways and Means Chair, One (1) faculty member, which may be elected to serve on this committee by the faculty. Such representatives are responsible to poll all faculty members as to suggestions for appropriate goals. The Principal is also a member.
 - a. The Goals Committee is to meet in January.
 - b. The Goals recommendations are to be presented for approval to the general board at the February Meeting.

ARTICLE IV - MEMBERSHIP

1. Membership privileges in this organization shall be open to all faculty, classified staff, parents, and guardians of the students registered at Cerro Villa School.
2. Membership privileges shall be based upon payment of current annual dues of TEN DOLLARS (\$10) per family (includes one directory, and FIVE DOLLARS (\$5) for faculty or school personnel.
3. Membership privileges include making motions, debating and voting and shall be limited to members of this corporation who are present and whose dues are paid.
4. Membership shall be classified as ACTIVE and ASSOCIATE. Active members shall be elected and appointed officers of this organization and members of standing committees.

An associate member shall be a person who contributes to this corporation, but who does not serve and an elected or appointed officer or as a member of a standing committee.

5. All notices to the general membership required by these bylaws shall be given either by:
 - a. Mailing in the Cerro Villa School newsletter or other notice to the general membership by bulk mail 20 days prior to the meeting; or
 - b. Mailing any notice to the general membership via first class mail at least 10 days prior to the meeting; or
 - c. Any other method authorized but he sections of the California Corporation Code applicable to non profit public benefit corporations.
6. When absence is unavoidable, a proxy vote is acceptable providing it is received by the President prior to the meeting where opting on the issue will occur.

ARTICLE VI - BOARD OF DIRECTORS

1. The Board of Directors shall be composed of elected officers and other Board members appointed by the President with right of approval for the Executive Board.
2. The Board of Directors shall be composed to effectively represent all feeder elementary schools according to available volunteers; one (1) member from the Cerro Villa faculty; the Principal or a representative appointed by the principal.
3. To be eligible to serve on the Board of Directors, one must be a member in good standing.
4. The Board of Directors shall transact all business of the corporation.
5. The Board of Directors meetings are open to all members. If an associate member requests to address the Board, notification to the President is required.
6. Fifty (50%) of the Executive Board shall constitute a quorum for the transaction of corporation business, and the action of a majority of the directors present at any meeting at which there is a quorum is valid as a corporate act.
7. At the beginning of his/her term of office, each member of the Board of Directors shall be given a copy of the bylaws shall be responsible for making a through study of them. A copy of these bylaws shall be made available to any member of the corporation upon request.
8. Vacancies shall be filled by appointment by the President, contingent upon approval of the Executive Board.

9. In the event of a dispute regarding corporation policy or functions between the Cerro Villa School PFSO and the Board of Directors, there shall be a meeting between the aggrieved parties. The decision will be decided by a two-thirds ($\frac{2}{3}$) vote of the members present. The bylaws shall be amended according to Article XI.

ARTICLE VII - MEETINGS

1. General Meetings
 - a. The corporation shall have a minimum of two (2) meetings during the school year, one at Back to School Night and one at Open House.
 - b. The installation of the officers is to be held at the discretion of the President.
 - c. Action at general meetings shall be taken upon a simple majority vote of those present.
2. Board of Directors Meetings
 - a. The Board of Directors shall meet at least six (6) times per year, the time and place to be fixed by the Board.
 - b. The Board of Directors meetings are open to all members. Notification of attendance of non-members is required to be made to the President.
 - c. Executive Board meetings may be called by the President when deemed necessary.
3. Special Meetings
 - a. Special meetings may be called by the President or by a majority of the members of the Board.
 - b. Notice of special meetings of the members shall specify the place, the day and the hour of the meeting and shall state clearly the purpose of the meeting, and no other matter save that specified in the call may be considered as provided by the Corporations Code of California. Notice of special meeting(s) of the members shall be given as provided in Article IV, Section 5 of these bylaws.

ARTICLE VIII - ELECTION AND APPOINTMENT OF OFFICERS

1. The Elected Officers (Executive Board) of this corporation shall consist of a President, President Elect, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Auditor and Parliamentarian. Co- Vice-Presidents shall exist at the Nominating Committee's discretion and at the approval of the Board of Directors. First, Second and Third Vice-Presidents positions shall exist in the same and in parity.
2. All officers shall serve for a term of one year coinciding with the fiscal year and must be a current Cerro Villa parent.
3. The Nominating Committee shall be five (5) members from the present Board of Directors: (A) the Parliamentarian who serves as chair, and (B) four members nominated

by the Board of Directors with consideration of equal representation from all feeder schools.

4. Any officer having served for two (2) consecutive terms in the same capacity shall be ineligible to serve for a further term in that capacity until at least one (1) year has lapsed. Any officer having served for four (4) or more months shall be considered to have served (1) term. Exceptions may be made with the approval of the Executive Board.
5. At a meeting the Board of Directors held at least 30 days before the Open House meeting, the Nominating Committee shall submit, for approval by the Board, a recommended slate of officers for the ensuing school year. Following the report of the Nominating Committee, other nominations may be made from the floor, provided, however, the nominee is either present at the meeting and orally consents to his/her nomination or has given his/her prior written consent.
6. Prior to the Open House meeting, notice of the list of nominees for the slate of officers shall be given to the general membership as provided in Article IV, Section 5 of these bylaws.
7. Election of officers shall be held at the spring membership meeting of the year. At this meeting, the list of nominees for the slate of officers shall be presented to the members. Other nominations may be made from the floor. No candidate shall be voted upon without his/her consent first being obtained.
8. A majority vote of general members in attendance at this meeting shall be required to elect the officers. Voting shall be in accordance with Robert's Rules of Order. Each member shall be entitled to one (1) vote only. There shall be only one (1) class of membership.
9. The elected officers shall agree to attend all Executive Board and regular Board Meetings. Elected officers shall be responsible for informing the President when unable to attend meetings or effectively handle assigned responsibilities. Any member of the Executive Board may be asked to resign after three consecutive absences upon two-thirds majority vote of the Executive Board.
10. Vacancies in the Executive Board shall be filled by appointment by the President, contingent upon approval of the Executive Board. All potential officers shall be current Cerro Villa parents.
11. No Cerro Villa employees that are current parents shall hold the offices of President, President Elect, Treasurer, 2nd Vice-President, and Auditor.

ARTICLE IX - OFFICERS AND THEIR DUTIES

1. **PRESIDENT** - The President shall preside at all meetings of this corporation and of the Board of Directors. The President shall also serve as an ex-officio member of all committees, except the nominating committee. The President shall have the power to call special meetings, and shall have such other powers and perform such other duties as may be described by the Board of Directors of the bylaws. The President shall also:
 - a. Be authorized to co-sign checks.
 - b. Appoint the Board of Directors and Committee Chairs subject to the approval of the Executive Board.
 - c. Perform duties as specified in the Presidential Duties Timeline (see attached exhibit I).
 - d. Address parents at the 6th grade parent orientation meeting in the spring.

2. **PRESIDENT ELECT** - The President Elect shall work closely with the President, run meetings in the absence of the President, attend district meetings with or instead of the President, oversee the auditor and take over the office of President the following year. In the absence or disability of the President the President Elect will take over the office of the President. The President Elect will also:
 - a. Serve on the following committees; Bylaws, Goals, and Nominating.
 - b. Be authorized to co-sign checks.
 - c. Must be a parent of a current student at Cerro Villa.

3. **FIRST VICE-PRESIDENT** - In the absence or disability of the President Elect, the First Vice-President will perform all the duties of the President, and when so acting, shall have all the powers of the President. The First Vice-President shall also:
 - a. Assist the President.
 - b. Be responsible for membership/registration.
 - c. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

4. **SECOND VICE-PRESIDENT** - The Second Vice-President shall also be chairman of all Ways and Means activities of the Cerro Villa School Parent Faculty Student Organization. The Second Vice-President shall also:
 - a. Serve as Ways and Means Committee Chairman.
 - b. Supervise all Ways and Means activities of the Cerro Villa School Parent Faculty Student Organization.
 - c. Serve on the Goals committee which shall meet each January.
 - d. Present Goals to the Board of Directors in February.

5. **THIRD VICE-PRESIDENT** - The Third Vice-President shall also be chairman of the Programs Committee. The Third Vice-President shall also:
 - a. Be responsible for providing programs to the school throughout his/her term of office.

- b. Plan the year's programs and this schedule will be presented to the Board for its discussion and approval at the September Board meeting.
 - c. Work with the Principal or a representative appointed by the Principal to plan and secure programs appropriate for our students.
6. SECRETARY - The Secretary shall keep a book of minutes of all meetings of the Corporation and of the Board of Directors; shall keep in permanent file all written papers, instruments and all records of value to the corporation and its officers. This file is to be transferred to the successor at the close of the term of office. The Secretary shall also be responsible for the following:
 - a. The Secretary shall keep a record of all Board members and guests in the Secretary's notebook for all Board meetings.
 - b. Upon demand of any Cerro Villa School PFSO member, the Secretary shall provide a copy of minutes requested.
 - c. The Secretary shall maintain a current copy of the minutes in the PFSO book located in the school office.
7. TREASURER - The Treasurer shall receive and deposit in a locally designated bank all monies of the Corporation; shall keep an accurate record of the receipts and expenditures; and shall payout of the local funds only as authorized by the Directors of the Corporation. The Treasurer shall present a statement of account at every meeting of the Corporation and at other times when requested by the Board of Directors, or any two (2) members, and shall make a full financial report at the end of the fiscal year. A minimum of Two Thousand Dollars (\$2,000.00) shall be maintained in the treasury for the following year. The fiscal year of this Corporation shall commence on August 1 of each year. The Treasurer shall also be responsible for the following:
 - a. The Treasurer shall be authorized to co-sign all checks.
 - b. The Corporation's accounts shall be audited annually at the close of the fiscal year by the Auditor.
 - c. The Treasurer shall provide the Auditor with all books and financial records for the year-end audit and at such other times as audits may be required by these bylaws.
 - d. The audited books and records shall be turned over to the current President or the incoming Treasurer no later than 30 days after the end of the fiscal year, or, if the Treasurer resigns before then, immediately upon vacating office.
 - e. Arrange for Liability coverage for the organization.
8. AUDITOR - The Auditor shall review the budget and accounts to make sure that postings are correct. He/she shall randomly verify amounts, signatures aren proper postings have been made and work with the Treasurer to have all records in order by the end of the year. The Auditor must present the final audit report no later than the October Board Meeting.

9. PARLIAMENTARIAN - The Parliamentarian shall give necessary advice in parliamentary procedure when requested; shall revise the bylaws when directed to do so by the Board and shall make himself/herself available for all meetings for the direction of proper procedure and conduction of corporate business. The Parliamentarian shall also see that each member of the Board of Directors has a current copy of this corporation's bylaws. The Parliamentarian also chairs the nominating committee and presides over the election at the Open House meeting.

Each elected officer and appointed member of the Board of Directors, upon the expiration of the term of office or in the case of resignation, shall turn over the President or the Parliamentarian within thirty (30) days, all records, books, funds, and/or other material pertaining to the office. The elected officer shall bring up-to-date a procedure book for the successor prior to giving the same to the President or Parliamentarian.

ARTICLE X - STANDING COMMITTEES

1. All Committee Chairs shall be appointed by the President with right of approval of the Executive Board.
2. Standing committees serve to promote the work of the Corporation and to make use of the interest and abilities of the members. The number of committees needed for carrying on the work will depend on the numbers of members, the program and the activities for the year, and the interests of the members.
3. The number of people on each committee will be determined by the Chair with the right of approval of the Executive Board. As many people as needed to carry on the work may be used. The Chairs of all standing committees shall present the plans of work to the Executive Board, and no committee work shall be undertaken without the approval of the Executive Board.
4. Upon expiration of the Chair's term or in case of resignation, each Chair shall turn over to the President or Parliamentarian within thirty (30) days all records, books, funds and other material pertaining to the office. The Chair shall bring up to date the procedure book before it is given to the President or Parliamentarian.
5. Chairs of standing committees shall agree to attend all Board Meetings. Chairs of standing committees shall be responsible for informing the President when unable to attend meetings or effectively handle assigned responsibilities.

ARTICLE XI - AMENDMENTS

1. These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds ($\frac{2}{3}$) vote of the Board Members present and voting, providing the general

membership was given prior notice of the proposed amendment(s) as provided in Article IV, Section 5.

2. Whenever an amendment or new bylaw is adopted, it shall be copied in the book of the bylaws, with the original bylaws. If any bylaw is repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.
3. A book containing the Articles of Incorporation, bylaws, amended bylaws, incorporation documents and Internal Revenue Service documents are to be maintained in an orderly and up to date manner in the Principal's office at Cerro Villa School. The Parliamentarian and the President are responsible for said book and its maintenance.

ARTICLE XII - RULES OF ORDER

1. In all matters involving parliamentary authority Robert's Rules of Order, current edition, shall be the guide provided the same are not in conflict with these bylaws, the Articles of Incorporation, or the Law of California.

ARTICLE XIII - DISSOLUTION

1. Upon dissolution of this Corporation, none of the assets of the Corporation shall inure to the benefit of any private person, but shall be used for the benefit of the Cerro Villa School. However, if the named recipient is not then in existence or is no longer a qualified distribute or is unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or association organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XIV - ADOPTION

1. The above bylaws of the Cerro Villa School Parent Faculty Student Organization were approved on June 21, 1992, and adopted by the General Membership. These bylaws were last amended on March 12, 2008.