

BYLAWS
OF
LATROBE PARENT TEACHER CLUB

ARTICLE I
PURPOSES AND LIMITATIONS

Section 1. General Purposes. The objectives of this corporation shall be:

(a) To nurture the relationship between home and school so that parents and teachers may cooperate intelligently in the education of the child.

(b) To enhance the educational facilities and opportunities for the students of Latrobe School District that are not otherwise provided for in the school budgets.

(c) To foster positive school/community relationships through fundraising and family/community activities.

Section 2. Limitations. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The corporation is organized exclusively for such purposes and shall satisfy the requirements of:

- (a) Section 501(c)(3) of the Internal Revenue Code of the United States;
- (b) Section 23701(d) of the California Revenue and Taxation Code; and
- (c) Section 214 of the California Revenue and Taxation Code.

In particular, no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or private person; no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The property of the corporation is irrevocably dedicated to the above-stated purposes. Upon dissolution or

winding up of the corporation, its assets remaining after payment, or provisions 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 for the specific and primary purpose set forth hereinabove and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by a person concerned in the litigation, in a proceeding to which the Attorney General is a party.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the corporation is hereby located in the County of El Dorado, State of California. The exact location is to be determined by the Officers of the Board of Directors.

Section 2. Other Offices. The corporation may have such other offices, either within or without the State of California, as the Officers of the Board may determine or as the affairs of the corporation may require from time to time.

ARTICLE III

MEMBERSHIP

All the members shall be voting members of the corporation. Voting members shall have the right to vote on all issues before the membership, to elect officers and to hold office. All members have the privilege of making motions and serving on committees. Membership includes: all parents and/or legal guardians of students currently enrolled at Latrobe Elementary or Miller's Hill schools; all current faculty and staff; the principal/superintendent, who is also considered as a sitting advisor or consultant. All members elected as officers shall be members of the Executive

Committee or the Board of Directors, which may, on occasion, hold meetings separate from General Parent Teacher Club meetings.

ARTICLE IV

OFFICERS OF THE BOARD

Section 1. Powers. Each corporation shall have a board of directors. Subject to limitations imposed by law or the Articles of Incorporation, the affairs of the corporation shall be managed, and all corporate powers of the corporation shall be exercised, by the Officers of the Board (hereinafter referred to as "the Board"). Such powers shall include, but shall not be limited to, the powers to establish the policies of the corporation, general control of all offices and committees, and to approve all financial transactions. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Officers. The authorized number of officers at any time shall be an odd number of not less than five (5) and not more than fifteen (15). The exact number of authorized officers shall be fixed, within the limits specified, by act of the Board.

Section 3. Election and Term of Office. Officers shall be elected by the members at the General Meeting in December. Only one person will be allowed to fill each position. Nominations will be taken from the floor or in writing at the October General Meeting. Votes will be taken from the eligible voters present or in writing at the November meeting. Voting results will be tallied by the Secretary and announced/posted before or during the January General Meeting. The term of office for each such elected officer shall be one (1) year, commencing at the January General Meeting. Vacancies on the Board, whether arising by way of death or incapacity, resignation, or removal of an existing officer, or by failure to elect the full authorized

number of officers, or by an increase in the authorized number of officers, or for any other cause, may be filled by election by the members at a duly held meeting.

Each officer so elected shall hold office until the end of his or her term and until his or her successor is elected, or until he or she resigns or is removed from the Board. An officer may succeed himself or herself in office.

Section 4. Removal. Except as otherwise provided by law, an officer may be removed from office, with or without cause, only by resolution of the Board approved by a majority of the number of officers then in office, at a duly held special meeting at which a quorum is present.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President or Vice President and, if the resigning officer is the only officer, to the State Attorney General. Any such resignation shall take effect on the date of receipt of such notice or any permissible later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. General Membership Meetings. General Membership meetings shall be held, in accordance with the resolution establishing the meeting time and place adopted by the Board. The "annual meeting" shall be such regular meeting for the month of January unless otherwise designated by the Board.

Section 7. Special Meetings. Special meetings of the Board, for any purpose or purposes, may be called at any time by the President, the Vice President, or any three (3) officers. Special meetings may be called to: (a) transact necessary business in the intervals between General Membership meetings and such other business as may be referred to it by the organization or committees requiring or needing assistance; (b) present a report of plans, projects, activities, etc., at the regular meetings; (c) approve routine bills.

Section 8. Place of Meetings. Meetings of the Board may be held at any place designated from time to time by act of the Board. In the absence of such designation, meetings shall be held at the principal office of the organization.

Section 9. Notice of Meetings. Notice of the time and place of each meeting of the Board for which notice is or must be given shall be given to each director by one of the following methods:

- (a) By public posting of meeting dates and times;
- (b) By personal delivery of written notice;
- (c) By first-class mail, postage paid;
- (d) By telephone communication, either directly to the ~~director~~officer or to a person who would reasonably be expected to communicate such notice promptly to the officer; or
- (e) By e-mail.

Section 10. Waiver of Requirements. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though the meeting had been regularly called, noticed and held, if (i) either before or after the meeting, each of the directors not present at the meeting signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes, which waiver, consent or approval is filed with the corporate records or made a part of the minutes of the meeting, and (ii) each director who attends the meeting either signs such a waiver, consent, or approval, or fails to protest, before or at the commencement of the meeting, the impropriety in notice, location, or call thereof.

Section 11. Meetings by Telephone or Electronic Video. Officers may participate in and thereby "attend" any meeting of the Board through the use of conference telephone, electronic video screen communication or other communications equipment, so long as all directors participating in such meeting can hear one another.

Section 12. Quorum. The smallest whole number which is not less than one-half (1/2) of the authorized number of officers shall constitute a quorum of the Board.

Section 13. Acts of the Board. Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the law, the following are the only valid exercises of the corporate authority vested in the Board:

(a) (Basic Rule) Every act, resolution, or decision approved by a majority of the officers present at a duly held meeting of the Board at which a quorum is present; and

(b) (Majority of Quorum Rule) Every act, resolution, or decision approved by at least a majority of a quorum at a duly held meeting at which a quorum is initially present, but as to which the withdrawal of officers therefrom reduces the number present below a quorum.

Section 14. Adjourned Meetings. A meeting duly called, noticed, and held may be adjourned to another time or place by resolution approved by a majority of the officers present, whether or not a quorum is present. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than forty-eight (48) hours, in which case notice of the time and place shall be given to the officers who were not present at the time of the adjournment.

ARTICLE V

COMMITTEES

Section 1. Executive Committee. Each officer of the organization who is the President, the Vice President, the Secretary, the Treasurer, and the Volunteer Coordinator shall be a member of the Executive Committee. One-half (1/2) of the members of the committee shall constitute a quorum. Otherwise, meetings of the Executive Committee shall be held in accordance with the rules stated in Sections 8 through 14, inclusive, of Article IV.

The Executive Committee of the Board shall not have authority with respect to any of the following matters:

- (a) The election or removal of an officer or the filling of vacancies on the Board;
- (b) The fixing of compensation of an officer as employee of the corporation;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(e) The appointment or removal of members of the Executive Committee, the President, Vice President, Secretary, or Treasurer, including the filling of vacancies in such committee or offices;

(f) The approval of any self-dealing transaction, except as provided in Section 2(c)(2) of Article VII of the Bylaws;

(g) The approval of a sale or contract of sale of substantially all the assets of the corporation not in the regular course of business;

(h) The election of the corporation voluntarily to dissolve.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 1. Officers. The corporation shall have a President, Vice President, Secretary, Treasurer, and Volunteer Coordinator. Each of such officers shall be appointed by the members, and shall perform the duties specified in these Bylaws.

All officers shall 1) give final approval of all fundraisers, activities and services to be provided during the current school year; 2) set the calendar in the Spring for the upcoming school year; 3) have one vote; 4) approve the budget and financial report monthly; 5) deliver all appropriate records to the President and/or Vice President; 6) attend all General and Executive Committee meetings; and 7) perform the duties set forth more specifically for each officer below.

Section 2. Appointment and Term of Office. Officers required to be appointed by the members shall be appointed at the annual meeting in January. If such a meeting is not held or if the officers are not appointed at such a meeting, such appointment may take place at a subsequent special meeting called for that purpose. Officers shall begin serving at the January General Meeting and serve until the next annual meeting in the following December and until their successors are appointed, or until they resign or are removed or disqualified from serving as officers.

Section 3. Removal and Resignation. Any officer, employee or agent of the organization may be removed by the Board, either with or without cause. Any officer or agent of the organization may resign at any time by giving written notice to the Board or to the President or the Secretary of the organization. Any such resignation shall take effect on the date of receipt of such notice or any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the members and each officer appointed to fill a vacancy shall serve for the unexpired term of such officer's predecessor and until such officer's successor is appointed, or until such officer resigns or is removed or ceases to be eligible to serve.

Section 5. President. Subject to the control of the Board, the President shall have general supervision, direction and control of the affairs of the organization. The President shall preside at all meetings of the Executive Committee and all meetings of the Board. The President shall be the principal executive officer of the organization and shall: a) supervise and control all of the activities of the organization; b) be the primary contact for the school administration; c) coordinate the work of the officers and be a standing member on all fundraising and activities committees.

The President shall have such other powers and duties as may be prescribed by the Board.

Section 6. Vice President. The Vice President shall assist the President in the performance of the President's duties. In the absence of the President, the Vice President shall perform all of the functions of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President.

The Vice President shall, a) serve as the Historian of the organization, b) advise and communicate with the Volunteer Coordinator, c) maintain the perpetual calendar and give regular reports at meetings.

The Vice Presidents shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 7. Secretary. The Secretary shall attend all meetings of the Board and the Executive Committee and keep or cause to be kept the minutes, books and records of the corporation, and shall give, or cause to be given, notice to directors of all meetings of the Board.

The Secretary shall a) post the minutes of the meetings at known sites at the District and have copies available for the attendees at subsequent general membership and Executive Committee meetings; b) keep a binder with the current Bylaws and minutes of all the general and Executive Committee meetings throughout the year and be prepared to refer to them as necessary; c) prepare the official list of nominees for office, tally the votes with a second officer and announce election results.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8. Treasurer. The Treasurer shall receive and safely keep all funds of the organization and deposit them in the bank or banks designated by the Board. The Treasurer shall disburse the funds of the organization only as authorized by the President, the Board, the Executive Committee or membership in accordance with the budget adopted by the membership and only upon checks of the organization signed by both the President and the Treasurer, or such other person or persons as the Board may specify by resolution. The Treasurer shall keep and maintain current books and records of account of the organization, and shall render a written financial report at each General Membership Meeting and at other times as requested by the Board and shall make a full report at the end of the current school year and end of term (December General Meeting).

The Treasurer shall have such other powers and perform such other duties as may be prescribed by these Bylaws and by act of the Board.

Section 9. Volunteer Coordinator. The Volunteer Coordinator shall: a) be a standing member on all fundraising and activities committees; b) coordinate parent

volunteers as needed; c) be responsible for meeting with each Champion of the Parent Teacher Club's fundraisers and activities, and updating / storing binders for each activity annually. The binders shall include: instructions on how to successfully implement the event; income and expenses for each event; notes describing what worked and what didn't work; meetings held; flyers distributed; photos; and any other pertinent information that will provide the next Champion with an overview of how the activity / fundraiser was implemented; d) serve as Fundraising Coordinator and research and make suggestions to the Board and general membership on fundraising activities that will further the mission of the corporation, and e) organize a master volunteer list, committee lists and room parent list.

The Volunteer Coordinator shall have such other powers and perform such other duties as may be prescribed by these Bylaws and by act of the Board.

ARTICLE VII

RESPONSIBILITIES OF OFFICERS

Section 1. General Standard of Conduct for Officers. Except as otherwise provided by law:

(a) An officer shall perform the duties of an officer, in good faith, in a manner such officer believes to be in the best interests of the organization and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of an officer, an officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants, or other persons as to matters which the officer believes to be within such person's professional or expert competence; or

Section 2. Compensation of Officers.

All the officers of the Board are volunteers and serve without compensation.

Section 3. Indemnification of Directors, Officers, Employees and Other Agents.

(a) Definitions: For the purpose of this section:

(1) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(2) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(3) "Expenses" include, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against any agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this section.

(b) Successful Defense by Agent: To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this section, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settled any such claim or sustained a judgment rendered against him, then the provisions of subsections (c) through (e) shall determine whether the agent is entitled to indemnification.

(c) Actions Brought by Persons Other Than the Corporation: Subject to the required findings to be made pursuant to subsection (e) below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any

proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 2 of this Article, or by the Attorney General or a person granted related status by the Attorney General for any breach of a duty relating to the assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

(d) Action Brought by or on Behalf of the Corporation:

(1) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(2) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by subsection (e) below is made in the manner provided for therein; and

(ii) Upon application, the court in which the action was brought determines that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred.

If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

(e) Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in subsections (c) and (d) above is conditioned on the following:

(1) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he/she believed to be in the best interest of this corporation, and (in the case of a criminal proceeding) without reasonable cause to believe his/her conduct was unlawful, and (in the case of an action brought by or on behalf of the corporation) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act within these required standards.

(2) Manner of Determination of Good Faith Conduct. The determination that the agent did not act in a manner complying with paragraph (1) above shall be made by:

- (i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii) The court in which the proceeding is or was pending upon application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

(f) Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(g) Limitations: No indemnification or advance shall be made under this section, except as provided in subsection (b) or (e)(2)(ii), in any circumstance when it appears:

- (1) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or an agreement in effect at the time of

the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(h) Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section, except for a liability based upon self-dealing within the meaning of Section 2 of this Article.

To protect against claims against uncompensated directors and officers the corporation shall maintain a general liability insurance policy with an amount of coverage of \$1,000,000.

(i) Fiduciaries or Corporate Employee Benefit Plan This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be the agent of the corporation as defined in subsection (a) of this section. Nothing contained in this section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII

MISCELLANEOUS

Section 1. Books and Records. This organization shall keep at its principal office a minute book, containing minutes of meetings of the Board and committees, a copy of the Articles of Incorporation and all subsequent amendments thereto, certified by the Secretary of State, a copy of the Bylaws and all subsequent amendments, certified

by the Secretary of the organization, and a list of the officers of the organization showing their names and addresses and correct and complete books of account.

All books and records of the organization may be inspected at any reasonable time by any officer, or by the agent or attorney of such officer.

Section 2. Fiscal Year. The fiscal year of the organization shall begin on the first day of July and end on the last day of June of each year, unless changed by act of the Board.

Section 3. Amendment of Articles or Bylaws. The Articles of Incorporation or Bylaws of the organization may be amended, repealed or added to only by resolution of the Board, approved by a majority of the officers then in office, at a duly held meeting at which a quorum is present.