

BYLAWS
of the
LOUISE VAN METER HOME AND SCHOOL
CLUB, INC.

BYLAWS

ARTICLE I NAME

The name of this corporation is the Louise Van Meter Home and School Club, Inc. (the "Club").

The Club is located at 16445 Los Gatos Boulevard in Los Gatos, California 95032.

ARTICLE II PURPOSES

The purposes of the Louise Van Meter Home and School Club, Inc. (hereinafter referred to as the "Club") shall be charitable activities within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and as may be permitted under any successor sections of the Internal Revenue Code, providing an exemption from federal income tax for organizations that are organized and operated exclusively for charitable purposes. To the extent consistent with the foregoing, the

activities of the Club shall include, but not be limited to the following:

1. to promote open communication and positive school and community relationships that enhance the educational environment of those children attending Louise Van Meter Elementary School,
2. to establish and maintain a working relationship between parents, Louise Van Meter School, and the community,
3. to support and promote the best education possible for the students of Louise Van Meter School,
4. to enhance the quality of education of the students of Louise Van Meter School by raising funds to provide for the compensation of support staff, school supplies, equipment, and educational programs,
5. and to conduct such other actions as the Board may determine will improve the quality of the education of the students of Louise Van Meter School located at 16445 Los Gatos Boulevard, in Los Gatos, California in Los Gatos Union School District.

The Club may undertake any and all lawful activities necessary for the carrying out of the aforesaid purposes.

ARTICLE III BASIC POLICIES

The basic policies of the Club are as follows:

- 1.The Club shall be noncommercial, nonsectarian, and nonpartisan.
- 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 purpose 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.No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Club shall not directly or indirectly participate or intervene in any political campaign (including the publishing or distribution of statements) 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 Louise Van Meter School and to teachers and staff members of Louise Van Meter School. Membership will be limited to one (1) membership and one (1) vote per family, regardless of the number of children from that family attending the Louise Van Meter School. In the case of divorced parents, each parent is eligible for one (1) membership and one (1) vote. 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 only the following:

- (a) the election of officers of the Club as set forth in Article IV, Section 3,
- (b) the Club's annual operating budget as described in Article VII, Section 2 (f) and
- (g), (c) the Club's preliminary operating budget for the following fiscal year, as described in Article IV, Section 3,
- (d) any unbudgeted expenditures of the Club greater than 10% of the annual operating budget.
- (e) those matters that the Board may determine in the exercise of its discretion should be submitted to a vote of the members,
- (f) amendments to these Bylaws as described in Article X,
- (g) and 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 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 preliminary operating budget for the following fiscal year as presented by the Treasurer pursuant to Article VI, Section 7 (a), shall be submitted to vote of the members, 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 Article IV, Section 5. New officers of the Club for the succeeding year will be elected at the April election meeting.

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 Corporation 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 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 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, along with the general nature of the business to be transacted. Notice of meetings of the members shall be given at least ten (10) days prior to the date of the meeting.

SECTION 6. Quorum of Members

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 10 members (either voting in present or by proxy). 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. In the event of a tie vote, the issue is to be opened for further debate. A second vote will be taken. If the issue is not resolved by the second vote, then the motion does not pass. 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 of members 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 of members is initially present may continue to do 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 of members for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or the Bylaws of this 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 Louise Van Meter School.

SECTION 2. Officers

The officers of the Club shall be as follows

- the President
the President-Elect
- the Vice President of Communications/Technology
- the Vice President of Programs
- the Secretary/Parliamentarian
- the Treasurer
- the Assistant Treasurer
- the Vice President of Fundraising

Two persons may hold a single office. Each member holding or sharing an office is entitled to one vote. In no event may the office of President, or Presidentelect, be held by the same person serving as either the Treasurer or the Secretary, pursuant to Code Section 5213(a) of the California Nonprofit Public Benefit Corporation Law.

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 April election meeting of the members. The committee shall serve until the completion of the next election meeting held in April. 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 April election meeting of the members of the Club as described in Article IV, Section 3.

The person holding the office of Presidentelect shall succeed to the office of President after the completion of his or her term. If that person is unwilling or unable to serve as President, the members shall elect a new President at their annual meeting as described in

Article IV, Section 3. The President-elect shall notify the Board of his or her intention or unwillingness to serve as President at least [thirty (30) days] before the May election meeting of the members. The person holding the office of President shall succeed to the office of Parliamentarian after the completion of his or her term. If that person is unwilling or unable to serve as Parliamentarian, the members shall elect a new Parliamentarian at their April election meeting as described in Article IV, Section 3. The President shall notify the Board of his or her intention or unwillingness to serve as Parliamentarian at least [thirty (30) days] before the May election meeting of the members.

SECTION 5. Term of Officers

All officers, except for the President-elect, President, and Secretary/Parliamentarian, shall serve in their elected positions for a term of two consecutive years, or until their successors are elected or appointed by the Board in the event of the resignation of an officer. An election shall take place at the General Board Meeting of the members in May. Officers shall assume their duties as of July 1. Terms of the President-elect, President, and Parliamentarian are governed by Article V, Section 4.

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 \$250 per item to promote the purposes of the Club. The cumulative amount of these unbudgeted expenditures is not to exceed \$1,000 per fiscal year. Unbudgeted expenditures of sums greater than \$250 or cumulatively in excess of \$1,000 must be approved by the Board as described in Article VII, Section 2
- (g), (e) sit on the District Resource Council,
- (f) and perform such other duties as may be prescribed in these Bylaws assigned to her or him by the Board.

SECTION 2. Duties of PresidentElect

The presidentelect 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) assist the president in presiding over all meetings of the members of the Club and of the Board,
- (d) be an ex officio member of all committees,
- (e) sit on the school site council,
- (f) sit on the District Resource Council,
- (g) become president the following board term,
- (h) and 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 of Communications/Technology

The VP of Communications/Technology shall:

- (a) attend all meetings of the Club and of the Board,
- (b) maintain and be the primary administrator for the Web assets of the Club including, but not limited to, the website (www.vanmeterhsc.org), bulk email communications, web forms and store,
- (c) create and maintain the pages of the club's website with information approved for publication by the Board and or committee chairs,
- (d) maintain and administer the email account infrastructure of the Club, (d) monitor the availability and performance of the web assets,
- (e) alert Board members to any service disruptions or planned maintenance of the web assets,
- (f) make web asset traffic reports available to the Board upon request,
- (g) maintain the servers required to support the Club's web assets,
- (h) maintain and administer the DNS (domain name) routing of the Club's web assets,
- (i) create and maintain any web forms approved by the Board for use in conducting the club's business,
- (j) create and send school wide emails that are approved by the Board.
- (k) communicate Club events to the membership and community as deemed necessary by the Board,
- (l) maintain postings and update Bulldog Beat, HSC websites and other forms of communication as deemed necessary by the Board,
- (m) and perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 4. Duties of Vice President Programs

The Vice President Programs shall:

- (a) attend all meetings of the Club and of the Board,
- (b) sit on the nominating committee,
- (c) assist in recruitment of non-fundraising Committee Chairs and present a list of recommendations for appointments by the Board,
- (d) communicate Club Policies and Procedures to non-fundraising Committee Chairs as deemed necessary by the Board,
- (e) compile regular written Committee Reports as submitted by the non-fundraising Committee Chairs and present them to the board,
- (f) assist non-fundraising Committee Chairs in recruiting committee members as deemed necessary by the Board,
- (g) keep a list of all Committee Chairs, Committee Members, and Room Parents,
- (h) and perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 5. Duties of Secretary/Parliamentarian

The Secretary/Parliamentarian shall:

- (a) attend all meetings of the Club and of the Board and 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) ensure notices of member meetings are posted,
- (d) record all financial decisions, motions, and voting results in the minutes,
- (e) keep a list of all members of the Club,
- (f) chair the Bylaws committee and review Bylaws and standing rules as needed, (c) keep a current copy of the Bylaws of the Club,
- (g) and perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 6. Duties of Assistant Treasurer

The Assistant 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) review and pay all account payables as authorized by the Board,
- (c) secure two signatures on all checks. Any two of the following are authorized to sign: the President, President Elect, Treasurer, and Parliamentarian,
- (d) keep an accurate record of receipts and disbursements in a ledger, which shall be a permanent record of the Club,
- (e) receive and reconcile bank statements and record in club ledger,
- (f) review, prepare and retain a copy of the deposit slip for any deposit made,
- (g) receive all moneys for the Club, giving a receipt where applicable, and deposit them in the name of the Club in a bank approved by the Board,
- (h) attend all meetings of the Club and of the Board,
- (i) perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 7. Duties of the Treasurer

The Treasurer shall:

- (a) prepare and present a preliminary operating budget for the following fiscal year at the annual meeting of members as described in Article IV, Section 3,
- (b) prepare and present an operating budget for the current fiscal year at the regular September meeting of the members as described in Article VII, Section 2 (f),
- (c) review and approve monthly check package, request for funds, financial statements, bank statements,
- (d) prepare monthly financials,
- (e) present a statement of account at every meeting of the Club and the Board and at other times when requested by the Board,
- (f) make an annual financial report to the Club, which may include gross receipts and disbursements for the year, to be presented to the members,
- (g) prepare or have prepared those reports, filings and statements as may be required by the Internal Revenue Service and the California Franchise Tax Board,
- (h) keep the membership informed of expenditures as they relate to the budget adopted by the Club,
- (i) review all insurance contracts,
- (j) oversee spending on special projects,
- (k) handling of bank relations and investing,
- (l) attend all meetings of the Club and of the Board,
- (m) perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 8. Duties of VP Fundraising

The VP Major Fundraising shall:

- (a) attend all meetings of the Club and of the Board,
- (b) oversee major fundraisers as deemed so by the Board,
- (c) be prepared to communicate updates of all major fundraisers at Board meetings,
- (d) act as Board liaison to the major fundraising chairs, providing Board level support as deemed necessary
- (e) act as Board liaison to the chair of minor fundraising
- (f) be prepared to communicate updates of all minor fundraisers at Board meetings,
- (g) and perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 9. Duties of 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 Bylaws committee and review Bylaws and standing rules as needed,
- (c) keep a current copy of the Bylaws of the Club,
- (d) and perform such other duties as may be prescribed in these Bylaws or assigned to her or him by the Board.

SECTION 11. 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 same number of officers as are elected annually pursuant to Article IV, Section 3 and the Louise Van Meter School Principal. Each director shall hold an office of the Club as set forth in Article V, and shall serve for their term or until their successors are appointed or elected. The school Principal may not hold any office of the Club, and is a nonvoting member of the Board.

SECTION 2. Authority and Duties of Board

The business and affairs of the Club shall be supervised, controlled, directed, and managed by or under

the direction of the Board of Directors, which may exercise all such powers of the Club and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws. The Board of Directors may adopt such lawful rules and regulations for the conduct of the business of the Club as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary or desirable. The Board of Directors 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 Club shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

The Board:

- (a) shall create committees as it deems necessary to promote the objectives of the Club,
- (b) shall fill all vacancies in office as they may exist from time to time,
- (c) shall present at the regular meeting of the members to be held in September of each year the annual report (including financial statements),
- (d) shall receive a financial report from the treasurer at each meeting,
- (e) shall approve by a 2/3 vote the operating budget of the Club for each fiscal 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,
- (f) and shall approve any unbudgeted expenditures of the Club greater than \$250 and less than 10% of the Club's budget. Unbudgeted expenditures of \$250 or less may be approved by the Club president pursuant to Article VI, Section 1
- (d). Unbudgeted expenditures exceeding 10% of the annual budget must be approved by the members,
- (g) Pursuant to Code Section 5227, not more than 49% of the directors may be compensated for their work as officers of the Club.

SECTION 3. Meetings of Board

(a)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 nonmembers of the Club to attend Board meetings if the President determines it is in the best interest of the Club to do so.

(b)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.

(c)Quorum of the Directors.

A majority of the directors will constitute a quorum for the transaction of business by the Board. Each officer shall be entitled to one vote and shall count as one membership towards the constitution of a quorum of the directors. Only voting members may be considered for a quorum. Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum of the directors is present is the act of the Board, unless California law or these Bylaws require a greater number. In the

event of a tie vote, the issue is to be opened for further debate. A second vote will be taken. If the issue is not resolved by the second vote, the motion does not pass.

(d)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 other electronic means. The business to be transacted at the meeting

will be specified in the notice of meeting.

(e)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. 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 terms 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. Only committees consisting solely of voting Board members may exercise the powers of the Board.

SECTION 4. Committee Records

Each committee chair shall keep written records of all receipts and disbursements of the committee and provide an annual summary of activities to the Board no later than 30 days after the completion of the event. In the case of recurring events the summary must be submitted to the Board no later than 30 days after completion of the final event.

SECTION 5. Duties Upon Expiration of Committee

Upon the expiration of the term of a 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 a two-thirds approval of those members present, provided that a quorum of the members 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 Bylaw, the Club's Articles of Incorporation, or applicable law.

SECTION 3. Indemnity

To the fullest extent permitted by law, this Club shall indemnify its directors, officers and other persons described in California Corporations 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 Corporations Code.

On written request to the Board by any person seeking indemnification under California Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under California Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in California Corporations 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 Corporations 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 May 15, 2005.

Amended on February 15, 2006 by Donna McCurrie, Secretary VM Home and School Club Board.

Amended on December 15, 2010 to adjust term of officers to coincide with school year, voted and approved by general membership.

Amended on April 16, 2014 at a General Meeting of the LVM Home and School Club to allow one vote for each person holding the same position.

Amended on May 30, 2018 at a General Meeting of the LVM Home and School Club to combine roles of Secretary and Parliamentarian into one role and VP of Technology and VP of Communications into one role and addition of VP of Minor Fundraising and VP of Major Fundraising