

Green Valley Learning Fund

Bylaws

Mission Statement

Green Valley Learning Fund is a non-profit organization dedicated to raising funds to maintain and enhance the quality of education at Green Valley Elementary School through the collaboration of parents, educators, the school's Site Council and the community.

Article I

Name and Office

Section 1. Name. The name of the entity shall be "**Green Valley Learning Fund**", hereinafter referred to by its trade name "The Learning Fund".

Section 2. Principal Office. The principal office of The Learning Fund shall be located at Green Valley Elementary School, 1001 Diablo Road, Danville, California 94526.

Article II

Purpose

The purpose of The Learning Fund shall be to operate for the advancement of education at Green Valley Elementary School through collection and distribution of its funds. To carry out its purpose The Learning Fund shall:

- A. Provide a continuing organization, outside the public school itself, which shall work to fund new and improved educational opportunities at Green Valley Elementary School, based upon the goals and plans set forth through a collaboration with the school's Site Council, interested staff and parents and the school's Principal to determine the most effective use of funds.
- B. Accept tax-deductible donations, solicit and raise money for the foregoing purposes. The Learning Fund will provide interested persons with an opportunity to make tax-deductible bequests, memorial contributions and other gifts, which will be conserved and used to further the mission of The Learning Fund.

Article III

Organization and Status

Section 1. Status. The Learning Fund shall be an affiliate of the San Ramon Valley Education Foundation (the "Foundation"). It shall comply with the requirements of the Foundation for operations as an affiliate.

Section 2. Non-Profit Corporation. The Learning Fund is organized and operated exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code and State of California Revenue and Taxation Code 237020.

Section 3. Political Endorsements/Support. The Learning Fund may not financially support any political issue, cause or persons. Monies collected and solicited by The Learning Fund are to be used solely for persons, programs or supplies that enhance the education of all children at Green Valley Elementary School. No board member may use his or her board position or title to endorse political candidates or issues without board approval. All endorsements or support for political candidates or issues by board members are done so as private citizens, not as members of The Learning Fund.

Article IV Membership

Section 1. Voting Members. Any family donating to The Learning Fund shall be considered a voting member of The Learning Fund in matters of general election that are put forth by the Board of Directors. Membership shall be determined by The Learning Fund's fiscal year. Each family has one vote.

Article V Board of Directors

Section 1. Number. The affairs of The Learning Fund shall be managed by its Board of Directors. The number of Board of Directors shall be no less than five (5) and no more than eighteen (18). The Board of Directors shall include the school's Principal and a minimum of one (1) teacher representative, but no more than two (2) teacher representatives. The Principal and staff will determine which faculty member(s) will be on the Board. Other Directors, all of whom will be elected and have full voting rights, shall include parents of Green Valley students, and no more than one member of the community who is not parent. There shall be no more than one Board of Director from a single household.

Section 2. Term of Office. Each Board of Director shall hold office for two (2) years. Board of Directors may be re-elected. Board of Directors may not serve more than three (3) consecutive terms. Auction Chairperson(s) and Golf Tournament Chairperson(s) are revolving positions. These two Directors are exempt from this rule and shall hold office for one (1) year. All Board of Directors shall hold office until their respective successors are elected except in the case of resignation, death, disability or removal.

Section 3. Requirements. Each elected Board of Director must donate annually (during the fiscal year) to The Learning Fund during his/her term of office. Board of Directors have access to sensitive donor information; therefore, each Board of Director must sign a Confidentiality Agreement before he/she can be seated as a Board member. The Principal is exempt in signing this Agreement.

Section 4. Election. Board of Directors (other than the Principal and staff members) may be elected at any meeting. Those persons receiving the highest number of votes shall be Board of Directors for the ensuing term. Newly elected Directors will take their position on the board immediately following their election.

Board terms shall preferably be staggered so that approximately one-half of the Board Directors are elected in even-numbered years and the remaining Directors are elected in odd-numbered years.

The Board of Directors shall present a slate of candidates based on qualifications and present those candidates for election. No candidate can be nominated without his/her consent.

If the slate of candidates is insufficient to hold an election, the Board shall have the right to recruit and appoint new Board members by majority vote of the existing Board of Directors.

Section 5. Vacancy. Any vacancy or unfilled position on the Board of Directors shall be filled for the unexpired term by appointment. The appointee must be ratified by a majority of the Board of Directors.

Section 6. Resignation and Forfeiture. Any Board of Director may resign at any time by giving written notice to the President of The Learning Fund. Any Board of Director may be considered for removal from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Board of Directors. A Director shall forfeit his/her position on the Board if he/she no longer has a child in the School.

Section 7. Compensation. Board of Directors shall not receive any salary or compensation for their services.

Section 8. Contracts. The Board of Directors may authorize any officers, agent or agents of The Learning Fund, to enter into any contract or execute and deliver any instrument in the name of The Learning Fund and such authority may be general or confined to specific instances.

Section 9. Advisory Boards. The Board of Directors shall have discretion to appoint one or more advisory boards to assist in carrying out the purposes of The Learning Fund.

Section 10. Conflict of Interest. Each member of the Board of Directors shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board's minutes and if a vote on the matter is taken the results will note the outcome and the member with a conflict has not participated in the deliberations of the matter nor cast a vote. A "conflict of interest" shall be defined as a Board member who has a fiscal interest in the outcome of a Board action.

Section 11. Indemnification. The Board of Directors shall be indemnified and held harmless to the extent and the manner permitted in California Nonprofit Corporation Law.

Article VI Meetings

Section 1. Annual Meeting. The annual meeting of The Learning Fund's Board of Directors shall be held at such time, frequency and place as designated by the Board. The formality of these meetings, including the need for minutes, is at the discretion of the President. Formal votes, however, will always be documented.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times during the fiscal year. The President or any two (2) Board members can call special meetings of the Board of Directors. Meetings are open to the public. Members may request time on the agenda by asking the President, at least forty-eight (48) hours before a scheduled meeting. Members will be allowed time to address items on the agenda. The President, may place time limits on public comments. Notice of any special meeting shall be posted at the School at least twenty-four (24) hours before meeting.

Section 3. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, by telephone, facsimile, or electronic mail to each Director at least forty-eight (48) hours prior to the meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Section 5. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if $\frac{3}{4}$ of all members of the Board of Directors individually or collectively consent to this action. The President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

Article VII Officers

Section 1. Officers. The Officers of The Learning Fund's Board of Directors shall be a President, Vice-President, Treasurer, Financial Secretary, and Secretary. Officers may not be related by blood, marriage, or reside in the same household. The Principal of the School shall not hold office. Members of the School faculty/staff shall not hold the offices of President or Vice-President.

Section 2. Election. Open positions for the Officers of The Learning Fund's Board of Directors shall be determined by an annual vote by the Board of Directors. Term of the new Board and officers begins the start of next fiscal year.

Section 3. Term of Office. Each officer shall hold office for two (2) years or until his/her successor shall have been duly elected and qualified. Officers may not serve more than three (3) consecutive terms in the same position.

Section 4. Removal. Any Officer of the Board may be removed when: (1) an officer fails to attend three (3) consecutive meetings without adequate excuse, (2) an officer is not fulfilling the

responsibilities of the office as prescribed in the Bylaws, or (3) an officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purpose. Two-thirds (2/3) of the total number of Directors is required for removal.

Section 5. Elected Officers Roles.

- A. **President.** The President shall be the chief executive officer of The Learning Fund. The President shall preside over all meetings and the annual meeting of The Learning Fund. The President shall, in general, supervise and control all of the business affairs of The Learning Fund, and shall be responsible for reporting to school staff and general school population.
- B. **Vice-President.** The Vice-President shall, in the absence of the President, or in the event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. He/She shall be responsible for all Tax Acknowledgements to The Learning Fund contributors at the end of each calendar year.
- C. **Treasurer and Financial Secretary.** The Treasurer and Financial Secretary shall have charge and custody of and be responsible for all funds and securities of The Learning Fund, and shall be responsible for providing all required financial and accounting reports.
- D. **Secretary.** The Secretary shall keep the minutes of all meetings requiring such, including the annual meeting of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of The Learning Fund's records, and, in general, perform all duties incident to the office of Secretary.

Section 6. Voting Privileges. All Board members shall have one vote. In the event a board position has 2 persons, each person will have one vote.

**ARTICLE VIII
Committees**

Section 1. Committees. There shall be such committees created by the Board of Directors as may be required to carry on the work of The Learning Fund. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board.

Committees may include (but not limited to): Nominations, Marketing, e-Scrip, Matching Funds, Grants, Special Fundraisers, Golf Tournament Chairperson and Auction Committee.

Section 2. Appointment. The President, subject to the ratification of the Board of Directors, shall appoint the chairperson and members of committees.

Section 3. Term. The chairperson and members of special committees shall serve for one year, or until their assignments have been completed, whichever comes first.

Article IX
Financial Administration

Section 1. Books and Records. The Learning Fund shall keep correct and complete books and records of all financial transactions. All financial books and records of The Learning Fund may be inspected by any member or his agent or attorney, or authorized representative of the school's Site Council for any proper purpose at any reasonable time, and upon reasonable notice. Any costs associated with the inspection of the books or records will be borne by the requesting party.

Section 2. Notes of Indebtness. All checks or drafts issued in the name of The Learning Fund will require two signatures. Any two of the following authorized to sign checks: President, Treasurer, Secretary, Financial Secretary or Vice-President. No board member may sign a check with his name or relation as the payee.

Section 3. Fiscal Year. The fiscal year of The Learning Fund shall begin on the first day of July and end on the last day of June.

Section 4. Board Expenses. A Board or committee member may spend up to \$500 of approved, budgeted funds per event or project without approval by the Board of Directors. Once the \$500 limit has been reached, all additional expenses or reimbursements must have approval by the Board of Directors. A majority vote in favor of the expense can be obtained via e-mail or at the regular monthly board meeting. All expenses must be submitted to the Treasurer or Financial Secretary with supporting documentation of the expense.

Section 5. Budget Approval. All budgets will be voted on during the April meeting, depending on when the needs for the upcoming school year are known. The budget will be presented to the board by the Principal of Green Valley Elementary School and will be in alignment with the school's SITE plan, as set forth by the SITE Council.

Section 6. Auditing. An appointed auditor shall audit the books and financial records of the Fund annually. The auditor may be any individual the Board chooses. The appointed auditor must be approved by the Board. Written results of audit shall be made available to the Board of Directors upon completion.

Section 7. Use of Funds. The Learning Fund shall use its funds to pay normal administrative expenses involved in operating the Learning Fund, and to fund improvements based upon input from the School Principal and Site Council consistent with The Learning Fund's purpose outlined in Article II.

Section 8. Disbursements to Support School. Disbursements of funds to support the school in education of the children requires approval at a board meeting by a majority of members present.

Section 9. Other Disbursements. Disbursements to cover expenses associated with fund raising activity and other operating expenses of The Learning Fund can be approved by the committee chair and 2 other board members who are not part of the fund raising committee. If all available members are actively engaged in the fund raising activity or there is no committee chair, the President and the Treasurer may approve the disbursements.

Section 10. Required Reporting. The Board of Directors shall provide reasonable periodic reporting to the General School population.

**Article IX
Dissolution**

Upon dissolution or final liquidation of The Learning Fund, any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of The Learning Fund, shall be distributed to the school's Site Council. In the event that the Site Council is also dissolved, any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of The Learning Fund, be distributed directly to the Green Valley Elementary School.

**Article X
Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be written and adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors voting at a duly called meeting, providing a quorum is present. These Bylaws should be reviewed by the Board of Directors every year.

Amended on this 9th day of January 2013 in the City of Danville, County of Contra Costa, California.



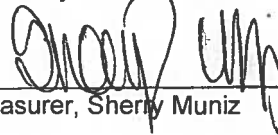
President, Bridgit Pelley



Vice President, Kristine White



Secretary, Jessica Ford



Treasurer, Sherry Muniz