



BYLAWS 2020-2021
for John Baldwin Cougar Education Foundation
An Affiliate of the San Ramon Valley Education Foundation

ARTICLE 1

Name and Office

Section 1. -Name. The name of this entity, an affiliate of the San Ramon Valley Education Foundation, shall be the John Baldwin Cougar Education Fund, hereinafter referred to as "the Fund".

Section 2 - Principal Office. The principal office of the Fund shall be located at John Baldwin Elementary School, 741 Brookside Drive, Danville, California, 94526, in the County of Contra Costa.

Section 3 - Mission Statement. The Mission Statement of the Fund shall be: The John Baldwin Cougar Education Fund, an affiliate of the San Ramon Valley Education Foundation, is a non-profit organization dedicated to raising funds to maintain and enhance the academic excellence at John Baldwin Elementary School. The group operates through the collaboration of parents, educators and the community at large.

ARTICLE II

Purpose

The sole purpose of the Fund shall be to raise money through donations, fundraising events and matching corporate financial gifts to provide funding for classroom aides, paraprofessionals, teaching positions and/or other expenses approved by the Fund Board. All positions are deemed important for the advancement of education at John Baldwin Elementary school. To carry out this purpose, the Fund shall:

- A. Provide a continuing organization which will work to fund all expenses deemed important for the advancement of education at John Baldwin Elementary School, with input from Parents, Site Council, the Principal and staff of John Baldwin Elementary School.
- B. Accept donations, solicit and raise money for the foregoing purposes. The Fund will provide interested persons with an opportunity to make tax deductible bequests, memorial contributions and/or other gifts, which will be conserved and used as designated.
- C. The Fund shall initiate a suggested donation campaign annually for John Baldwin Elementary School parents, actively solicit matching corporate donations, oversee an annual auction or other fundraising activity when deemed appropriate, encourage family participation in local and national scrip programs, and pursue available grants.

ARTICLE III

Organization and Status

The Fund shall be an affiliate of, and operate under the organization of the San Ramon Valley Education Foundation (the "Foundation"). It shall comply with the requirements of the Foundation for operation as an affiliate Fund, and shall operate in compliance with the Foundations' By-Laws, Public Policies, Memorandum of Understanding, Fundraising and Financial Reporting requirements.

ARTICLE IV

Membership and Dues

Section 1- Membership.

1. Membership runs from July to June and must be renewed annually.
2. Members of the Fund shall be any person who contributes any sum to the Fund during the Annual Fall School Registration Campaign and is a parent or guardian of a student enrolled at John Baldwin Elementary.
3. Parents whose students enter the school after the Annual Fall Registration Campaign may become

a member by contributing to the fund at the time of registration.

There shall be no dues. The Fund shall be financed exclusively by contributions to its funds and the earnings there from.

Section 2 - Voting Privileges. Member's voting privileges will be limited to:

1. Electing the Board of Directors at the annual meeting.
2. Voting on any proposal which the Board of Directors specifically indicates will be voted on by the general membership.
3. Members' votes will be limited to one vote per household(s) regardless of the number of students.

Unless otherwise indicated by the Board, all matters of the Fund will be decided by vote of the Board of Directors only.

Article V

Board of Directors

Section 1- Number and Makeup. The Board of Directors shall manage the affairs of the Fund.

The required Directors of the Board shall be at a minimum:

1. President or Co-Presidents,
2. Treasurer, and
3. Secretary.

An Assistant Treasurer is optional but not required if there are no active volunteers or interest in the position.

The number of Board members shall not be less than seven (7), including the required officers:

4. The school's Principal
5. a school staff member (selected by the Principal),
6. a Site Council representative (appointed by the Site Council), and
7. a PTA representative.

The Principal, staff member, Site Council representative, and PTA representative shall be voting members of the Board, regardless of their status as members of the Fund. Any additional Board Members must also be members of the Fund. The final composition of the Board requires that a majority of seats be held by members of the Fund. There shall be no more than one (1) Board member from any household family.

Section 2- Term of Office. Each Officer shall hold office for one (1) year. An Officer shall not hold the same position for more than three (3) consecutive terms, unless approved by the Board. All Officers shall hold office for the duration of their one (1) year term, unless a respective successor is elected, or in the case of resignation, death, disability or removal.

Section 3- Election A Nominating Committee formed consisting of an odd number of members of at least one Board member and 2-4 Fund members may be formed to select a slate of candidates based on qualifications and present those candidates to the Board for election/appointment at least one month prior to the election. Candidates for the Board shall be nominated only with the consent of the nominee. Board Officers (including but not limited to the required President, Co-presidents, Secretary and Treasurer, and Assistant Treasurer) may be elected yearly at the annual meeting, which meeting must occur no later than May 30th per Article VI. All persons must receive at least five votes in order to be an officer. Those persons receiving the highest number of votes shall be Board Officers for the ensuing term. All members of the Fund attending the annual meeting are eligible to vote for the Officers. Each member of the Fund may cast one vote per household for no more than the number of vacancies being filled. Refer to Article IV, Section 2 regarding voting privileges.

Section 4- Vacancy. Any vacancy occurring on the Board of Directors shall be filled for the unexpired term by the President or Co-Presidents and ratified by the Members of the Board.

Section 5- Resignation and Forfeiture. Any Board Member may resign at any time by giving written notice to the President or Co-Presidents, or in the case of the President or any Co-Presidents wishing to leave office, to the Secretary. If either Co-President resigns, the remaining Co-President shall continue on as the President for the remainder of his/her term.

Section 6- Compensation. No Board Member shall receive any salary or compensation for their services.

Section 7- Contracts. **No contract may be executed or entered on behalf of the Fund without the express written approval of The Board of Directors. The Board shall review and approve all contracts recommended for execution in the name of and on behalf of the Fund. Upon review and approval,** The Board of Directors may authorize any Officer or Officers, agent or agents of the Fund, in addition to the Officers so authorized by these By-Laws, to ~~enter into any contract~~ or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All contracts reviewed and approved shall be filed with the Board of Directors.

Section 8 - 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 Fund.

Section 9- Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the Foundation, as stipulated in the Foundation's Memorandum of Understanding.

Section 10- Conflict of Interest. Each member of the Board 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 that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has only a vested fiscal interest in the outcome of a board action.

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

Article VI

Meetings

Section 1 - Monthly Meetings. The monthly meetings of the Fund shall be held during the academic school year at John Baldwin Elementary. Special or additional meetings of the Board of Directors shall be held at such time and place as designated by the Board. No official Board meeting may take place without the consent of the entire Board. The Board shall determine the time and day of the week for their monthly meetings, and will attempt to adhere to such time and day for purposes of the John Baldwin community to attend and for ease of staff and members.

Section 2 - Notice of Meetings. Notice of a time and place for any regular meeting or special meeting shall be delivered personally, or by telephone or email to each Board Member at least forty-eight (48) hours prior to the meeting. Notice of meetings shall also be posted for the John Baldwin community on its Weekly Calendar, and/or in the monthly newsletters, and/or on the Fund's website.

Section 3- 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 members present shall determine the issues before the Board.

Section 4 - Action Without Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent to this action. Consent shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII

Officers

Section 1 - Officers. The officers of the Fund shall be at a minimum, a President or Co-Presidents, Vice President if applicable, Secretary, Treasurer, and Assistant Treasurer("Officers").

Section 2 - Election. The Officers of the Fund shall be elected yearly by the Board of Directors.

Section 3 - Term of Office. Each Officer shall hold office for one (1) year. An Officer shall not hold the same position for more than three (3) consecutive terms, unless approved by the Board. All Officers shall hold office

for the duration of their one (1) year term, unless a respective successor is elected, or in the case of resignation, death, disability or removal.

Section 4 - Removal. Any Officer elected or appointed by the Board of Directors may be removed by a vote of two-thirds (2/3) of those Members present at a Board Meeting whenever, in the Board's judgment, the best interest of the Fund would be served thereby.

A Board Member/Officer may be removed when the member:

- 1) Fails to attend two (2) consecutive meetings without adequate excuse; and/or
- 2) Is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- 3) Engages in conduct which the Board determines to be injurious to the organization or its purposes.

Any Officer being removed shall be notified of the reason for their removal and given an opportunity to speak before the entire Board prior to their departure.

Section 5 - Vacancy . The Board of Directors may fill a vacancy in any office for the unexpired term.

Section 6 - Elected Officers

- A. President or Co-Presidents. The President or Co-Presidents shall be the principal executive officer(s) of the Fund and shall in general supervise and control all of the business and affairs of the Fund. The President or Co-Presidents shall be responsible for reporting to the Foundation, as required, on the activities and operation of the Fund. They shall be an ex-official member(s) of all committees except the nominating committee. Should the President or either of the Co-Presidents not be able to attend a monthly meeting, they may ask another Board member in good standing to organize and run the missed meeting. Each Co-President shall have an equal vote on all motions pending before the Board of Directors.
- B. Vice-President or Co-Vice Presidents (when applicable). The Vice-President or Co-Vice Presidents shall assist the President or Co-Presidents in supervising and controlling all of the business and affairs of the Fund, and shall share responsibility with the President or Co Presidents for reporting to the Foundation, as required, on the activities and operation of the Fund. SheAleAhey will adhere to the Board's mission and help plan and execute fundraising needs of the Fund. The Vice President or Co-Vice Presidents may preside over Board meetings when the President is unavailable, as well as represent the Fund at additional meetings, including Foundation meetings. The Vice President or Co-Vice Presidents 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.
- C. Secretary. The Secretary shall keep the minutes of the annual meeting and meetings of the Board

of Directors, see that all notices are duly given in accordance with the provisions of these By-Laws, be custodian of the Fund's records, and in general perform all duties incident to the office of the Secretary. The Secretary shall have the meeting minutes distributed one week after the meeting of the Board. The Secretary shall have the amended meeting minutes distributed one week after the meeting of the Board. The Secretary is required to attend every scheduled/re-scheduled meeting of the Board. In the event the Secretary is not able to attend the scheduled/or-scheduled meeting, she/he will find a replacement from the current BOD to fulfill their responsibility during their absence.

- D. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Fund, and shall be responsible for providing the Foundation with all financial and accounting data required of the Fund. The outgoing Treasurer will maintain the books of the Fund until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the new Board unless he/she is also a member of the new Board.
- E. Assistant Treasurer. The Assistant Treasurer, if appointed, will receive all checks, donations, or any other funding and record their receipt. The Assistant Treasurer will deposit all donations, or any other funds for deposit into a bank account.

Section 7 - Non-Officer Board Members

Non-Officer Board members may serve multiple terms and will be appointed annually by the President or Co-Presidents of the Fund. The President/Co-Presidents of the Fund shall be responsible for recommending the appointee, who must be ratified by a majority of the Board members. Elected Non-Office Board Members may include the following positions:

Registration, Chairperson, Communications, Chairperson, Corporate Match Chairperson(s), Spring Fundraiser Chair(s), Jog-A-Thon Chair(s) Grants Chair Cougar Rewards Chairperson(s)

ARTICLE VIII

Committees

Section 1 - Standing Committees. Subject to the approval of the Board, the President or Co-Presidents shall appoint chairpersons of all standing committees. 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. Standing committees could include, but not be limited to the following:

- Grants
- Cougar Rewards Program
- Spring Fundraiser
- Jog-a-Thon
- Corporate Matching Program

- Special Projects

ARTICLE IX

Financial Administration

Section 1 - Books and Records. The Fund shall keep correct and complete books and records of account(s) and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Fund may be inspected by any member, or his agent or attorney, and by any authorized representative of the Foundation, for any proper purpose at any reasonable time and upon reasonable notice. Reasonable notice is defined as 7 business days notice received in writing or via email. The Directors shall provide for periodic reporting to the Foundation, as requested by the Foundation and shall be responsible for complying with all reporting requirements of the Foundation, as stipulated in the Foundation's Memorandum of Understanding.

Section 2- Notes of Indebtedness. All checks or drafts issued in the name of the Fund will require two signatures. Any two of the following are authorized to sign checks: President or Co-Presidents, Vice President or Co-Vice Presidents, Treasurer or Assistant Treasurer, if appointed.

Section 3 - Fiscal Year. The fiscal year of the Fund shall begin on the first (1st) day of July and end on the last day of June the following year.

Section 4 - Use of Funds. No part of the Fund's net earnings will inure to the benefit of any private individual. The Fund is not organized or operated for the benefit of any private interest or individual.

Section 5 - Auditing. An auditor, appointed by the President or Co-Presidents, shall audit the books and financial records of the Fund semiannually. The auditor may be any individual the President(s) chooses, but cannot be a current Officer of the Fund or Director of the Board. The appointed auditor must be approved by the Board. Results of the mid-year and final audit shall be made available to the Board of Directors and the Foundation in March and September.

ARTICLE X

Dissolution

Upon dissolution or final liquidation of the Fund, any remaining assets shall, after payment or the making provision for the payment of all the lawful debts and liabilities of the Fund, be distributed to the John Baldwin Elementary School PTA, with direct supervision of the funds by the Principal of John Baldwin Elementary School.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of the *Robert's Rules of Order Newly Revised* shall govern the Fund in all cases in which they are applicable and in which they are not in conflict with these By-Laws and those of the Foundation.

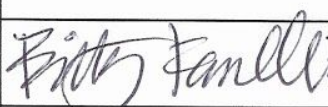
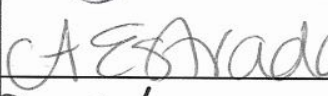
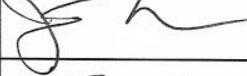


ARTICLE XII

Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors voting at the duly called meeting, providing a quorum is present. All prior and existing By-Laws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these By-Laws.

All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the Foundation.

Adopted on September 24th, 2020 by the Cougar Ed Fund Board.

Title	Name	Signature	Date
Co-President	Britney Fanelli		9/24/20
Co-President	AJ Estrada		9/24/20
Secretary	Jeanette Sebree		9/24/20
Treasurer	Tabitha Middendorf		9/24/20
School Principal	Joe Romagna		9/24/20

Information below to be completed by the Foundation:

Information below to be completed by the Foundation:

Agreed to on

Date

by

Print Name

An authorized representative of the San Ramon Valley Education Foundation.

Next Required Date for Review