

**BY- LAWS
OF
CASTLEMONT HOME AND SCHOOL CLUB
A NON-PROFIT PUBLIC BENEFIT CORPORATION**

SECTION 1

Name and Offices

The name of this corporation shall be CASTLEMONT HOME AND SCHOOL CLUB. The principle office of the corporation shall be located at 3040 East Payne Avenue in the City of Campbell, California, 95008. The corporation shall have such other offices, either within or without the County of Santa Clara, State of California, as the Board of Directors may determine from time to time.

SECTION II

Purposes

- A. The purposes of this corporation shall be to assist in the general welfare of Castlemont Elementary School and to promote good relations with the school and the home.
- B. To raise funds through various fundraising activities. All monies collected, except those for operating expenses, shall be used for projects which will directly benefit members of the student body; to supplement educational teachings/equipment not covered by state, county or district allowances.
- C. The purposes of this corporation shall be educational in nature. It shall not seek to direct the technical activities of the school.
- D. The name of the corporation shall not be used for political purposes.

Policies

- A. This organization is educational, non-sectarian, and non-partisan.
- B. This organization will neither direct the administrative activities of the school nor control its policies.
- C. The name of the organization and the names of any members in their official capacities will not be used in partisan political interests, or for any purpose not related to the purpose of the organization.
- D. All money collected, except that needed for operating expenses, will be used for projects to directly benefit the school and students. All such projects will be approved by the Board.
- E. No money will be spent beyond the approved budget without the approval of the Board.
- F. Any member of the Board may request an audit of the financial records of the organization.

- G. Any money left in the Home and School Club treasury at the end of the school year will carry forward to the next consecutive school year.
- H. Upon termination of the charter of this organization, any money in the treasury would revert to either the school, or to the organization that would be set up to take the place of the Castlemont Home and School Club. Disposition of this money would be determined by the Board.

SECTION III

Membership and Dues

- A. There shall not be any discrimination based on race, gender, religion, political views, nationality, sexual orientation or disability.
- B. There are two classes of membership: General membership and staff membership.
 - 1. General membership is open only to parents or guardians of students attending Castlemont School. Each family has one (1) membership, regardless of number of children attending the school. If parents are divorced, each parent is eligible to be a member.
 - 2. To become a general member, a membership form along with optional annual dues must be submitted.
 - 3. Staff members are not required to pay dues. Only persons who are currently employed as staff at Castlemont Elementary School shall qualify as staff members.
- C. Memberships are for the term of one school year.
 - 1. Members are entitled to vote for:
 - a) The election of officers of the Home and School Club
 - b) Matters of importance as determined by the Board should be submitted to a vote of the members.
 - c) Such other matters as may be required by these By-Laws 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.
 - d) Only those persons who qualify as members will be entitled to act as officers of the Home and School Club or exercise the rights of members under these By-Laws.
- D. Proxies of Matters of Importance: Members can vote either in person (i.e., orally or by written ballot) by written proxy (i.e. e-ballot via www.surveymonkey.com). The process of proxy voting shall be decided by the current Board.

**ARTICLES OF INCORPORATION
OF
CASTLEMONT HOME AND SCHOOL CLUB**

I.

The name of this corporation is CASTLEMONT HOME AND SCHOOL CLUB.

II.

- A. 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.
- B. The specific purpose of this corporation is to assist and encourage the education of elementary school children attending Castlemont Elementary School in the Campbell Union School District, and to accept donations, solicit and raise money for the foregoing purpose.

III.

The name and address in the State of California of this corporation's initial agent for the service of process is:

Eric Brown, Principal
Castlemont Elementary School
3040 East Payne Avenue
Campbell, California 95008

IV.

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- B. No substantial part of the activities of this 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 publishing or distributing of statements) on behalf of any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall even inure to the benefit of any part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

SECTION IV

Directors

- A. The corporation shall have no fewer than ten or more than Twenty Directors and collectively they shall be known as the Board of Directors. The affairs of the corporation shall be managed by its Board of Directors, which shall consist of the Officers, the Principal, Assistant Principal and a teacher representative.
1. Qualifications of Board Members: Each Board Member of the Club must be a current General Member of the Club in good standing and must be a parent, grandparent, or legal guardian of a child enrolled as a student at Castlemont School.
 2. To qualify to serve as President of the Home and School Club, candidate must meet all criterion listed in Section IV, A.1, and have served at least one term as another Board position.
 3. In addition to their specific duties, members of the Board are:
 - i. To be current with membership status
 - ii. To attend all meetings
 - iii. To prepare reports before each meeting
 - iv. To notify the President if they cannot attend a meeting
 - v. To assist in coordinating and executing all fundraisers as determined by the Home and School Club event calendar.
 - vi. Perform or assist with other duties on the annual calendar.
- B. Each Director shall hold office for two years, except that the members of the original Board may be appointed for lesser terms so that their terms of office may expire before two years' time. All directors shall hold office until their respective successors are elected except in the case of resignation, death, disability or removal of a Director. In the event of a Director vacancy following elections, the acting Board of Directors may vote to extend the current acting Director's terms as needed. The extension must be ratified by a majority vote of the Board of Directors. A faculty Representative and the Principal shall also serve as Directors.
- C. Directors shall not receive any salary or other compensation for their services as Directors, but they may be reimbursed for expenditures made on behalf of and approved by the corporation. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor, provided such arrangement is properly approved by the Board of Directors according to the terms of these bylaws.
- D. Meetings of the Board of Directors shall be held no less than five times during the school year and at any other time as determined by the Directors. Regular meeting of the Board of Directors shall require no formal notice. The presence of a majority of the Board of Directors shall constitute a quorum. Resolution shall require the affirmative vote of a majority of those present at a meeting, provided quorum is present. Each Director and Officer shall have one vote. The presiding officer may table any matter raised and refer it for study, to be resolved at a future board meeting.

- E. Any Director may be removed from office for more than three consecutive unexcused absences from regular meetings, or for other cause, upon the affirmative vote of more than one half of the total number of Directors. A successor for such a removed Director, or for any Director who resigns, dies or becomes unable to serve to the end of term, may be appointed by the President and will assume the responsibilities of any office thus vacated until the end of the term.
- F. Meetings of the Board of Directors shall be presided by the President or, in his absence, by the First or Second Vice President, or in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. IN the event of the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by the person(s) to act as Secretary of the Meeting. Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with these By-Laws, the Articles of Incorporation, or with provisions of law.
- G. Any action permitted to be taken the Board of Directors may be taken without a meeting, if all members of the Board consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such written consent shall be filed with the minutes of the Board's proceedings.
- H. Special meetings of the Board of Directors may be called at any time by the President or by the Secretary at the request of one-third of the Directors. Oral notice of such meeting shall be deemed adequate.
- I. Actions taken at any meetings of the Board of Directors meeting at which a quorum is not present may nevertheless be valid if, either before or after the meeting, each of the Directors not present signs of a consent to hold the meeting., or an approval of the minutes of the meeting.
- J. The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION V

Officers

- A. Officers of the corporation shall be elected as set forth in Section IV above. The elected officers of the Corporation shall be President, First Vice President (Membership), Second Vice President (Fundraising), Treasurer, Financial Secretary, and Secretary. All Board positions, with the exception of President, may be shared. No more than (2) two people shall share a Board position. Additional Coordinators to be appointed by the President may include, but not limited to: Volunteer Coordinator, Auditor, News-Letter Editor, Communications Administrator, Hospitality Coordinator, and School Site Council Representative. These appointments must be ratified by a majority vote of the Board of Directors. A faculty Representative and the Principal shall also serve as Directors.

B. Officers shall serve for a term of two years. Treasurer shall be elected in off numbered years, and Financial Secretary shall be elected in even numbered years. Their replacement shall be governed by the terms of Section IV of these Bylaws. No officer shall be eligible to serve in the same office for more than 2 consecutive terms. In the event of a Director vacancy following elections, the acting Board of Directors may vote to extend the current acting Director's terms as needed. The extension must be ratified by a majority vote of the Board of Directors. A faculty Representative and the Principal shall also serve as Directors.

C. The duties of elected officers shall be as follows:

The President shall preside at all meetings of the Board of Directors and at the meetings of the members; shall be an ex-office member of all communities, except the nominating committee; and shall appoint the officers names in Sections V A and the chairmen of all committees, with the ratification of the Board of Directors.

The First Vice President (Membership) shall act as an assistant the President and shall assume the duties of the President in his absence; shall be in charge of an annual membership drive and of maintaining records of the membership; shall be in charge of publicity for corporation activities; and shall be responsible for giving informal notice to Directors of Meetings, and for giving notice to members of the Annual Meeting.

The Second Vice President (Fundraising) shall act as an assistant to the President and shall assume the duties of the President in his and the First President's absence; shall be in charge of all fundraising activities and shall investigate ways and means of augmenting the corporation's treasury.

The Treasurer shall receive and report all monies and report it to the Financial Secretary; shall balance charge statement on a monthly basis; make sure all people handling money and understand and follow procedures; shall work with the Financial Secretary to maintain and account for all the monies; shall prepare and file any tax returns that are required by law; may retain on hand a petty cash fund in an amount determined reasonable by the board of Directors; and shall help, advise, and prepare the annual budget.

The Financial Secretary shall disburse and track all monies, shall balance the monthly checking account statements and provide copies to the treasurer and the Scrip Chairman, shall prepare and present the monthly financial report to the Home and School Club, shall monitor all teacher accounts for the year, and shall help advise and prepare the annual budget.

The Secretary shall keep an accurate record of the proceedings of all meetings and shall read the minutes of the preceding meeting; shall maintain an accurate and up-to-date book of minutes and correspondence; shall prepare a summary of all unfinished business for the use of the President, shall conduct all necessary correspondence of the corporation; shall give any necessary advice in parliamentary procedure; shall review the by-laws annually and propose any necessary revision; and shall prepare and file any corporate documents as required by law.

SECTION VI
Appointed Coordinators

Additional coordinators to be appointed by the President with the approval of the Board of Directors may include, but need not be limited to, the following:

The Volunteer Coordinator shall be responsible for obtaining and maintaining a list of volunteers from the school community to assist with school functions. Shall maintain the Volunteer Database using the Home and School Club's volunteer website, www.signup.com and serve as the liaison with the school for purposes of training and information.

The Auditor (s) shall audit the books of the corporation before the end of the fiscal year and render a written report to the corporation at the first Board of Directors meeting of the school year.

The Newsletter Editor shall collaborate with Home and School Club Directors, event coordinators, community partners and editor of the school "*Courier*" newsletter to create Home and School Club promotional and informational announcements to be submitted for publication to the school "*Courier*".

Communications Administrator shall collaborate with Home and School Club Directors, event coordinators, community partners and the Newsletter Editor to update and maintain the Home and School Club website content and design. Will be responsible for the scheduling, messaging, placement, production and management of overall Home and School Club parent/staff communications which include emails, texts, forms, signs, and banners, and social media (i.e. Facebook, Twitter). Shall coordinate the promotion of HSC events and fundraising efforts with signs and web articles as well as publicize school information and programs. Can appoint a webmaster, writer or other people with specialized skills to help with these tasks, subject to approval by the Board.

The Hospitality Coordinator shall plan and arrange for refreshments at all meetings, provide hostesses to greet members at the annual meeting, and place and arrange formal social events given by the corporation.

The School Site Council Representative shall be appointed by a joint decision of the Home and School Club President and the School Site Council Chairman, and shall serve as liaison and coordinator between the two programs.

The Scrip Coordinator shall order, obtain and maintain a supply of Scrip, shall fill weekly orders and supervise delivery of such, and shall process credit charges for Scrip.

Additional coordinators may be established by the Board of Directors, and the duties therefore defined in a resolution of the Board. The terms of removal of appointed coordinators shall be the same as those for elected officers. Appointed coordinators may be, but need not be, Directors of the corporation.

SECTION VII

Meetings of Members

- A. At least one meeting of members shall be held during each school year, on a date to be determined by the Board of Directors. The meeting shall be held at the principal office of the corporation unless otherwise determined by the Board of Directors with notice to all members. Special meeting of the members may be called by written request of ten percent of the membership given to the President or Vice President, who shall cause written notice of such meeting to be sent to all members.
- B. One meeting of members per year, in the spring, shall be designated the annual General Meeting of members. Written notice shall be given to each member of the date and place of such meeting, and shall state that the annual election of Directors and Officers shall take place.
- C. At the annual General Meeting, the presence of the ten percent of the membership, as determined by the presiding officer, shall constitute a quorum. The affirmative vote of a majority of members present shall be required to adopt a resolution. The presiding officer may refer for study any motion made from the floor, to be further addressed either at the next regular Board meeting or at the next meeting of members.
- D. Any action by the membership may be taken by vote either in person (i.e., orally at a meeting or by written ballot) or by written proxy (i.e. e-ballot via www.surveymonkey.com), to all members entitled to vote on the matter. The process of proxy voting shall be decided by the current Board. The ballot shall specify the proposed action and provide an opportunity to approve or disapprove it; and shall specify a time limit within which the ballot must be received in order to be counted. Approval of the ballot shall be valid only when the number of votes cast equals or exceeds the number required to constitute a quorum at a meeting of members.

SECTION VIII

Committees

- A. The President may appoint Standing Committees as needed and in addition may appoint any special committee as may be directed by the Board of Directors.
- B. Committee members need not be members of the Board, except that the Board may require the President to appoint one or more of its number to any committee either as a Chairman or member.

SECTION IX

Contracts, Checks, and Deposits

- A. The Board of Directors may by resolution authorize and Director, Officer or other agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no agent shall have any power or authority to bind the corporation by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- B. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, all checks, notes and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President or by the Financial Secretary.
- C. All funds of the corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may approve. The Board of Directors may accept on behalf of the corporation contribution, gift, bequest, or devise for the charitable purposes of this corporation.

SECTION X

Books and Records

The corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and of meetings of members, a list of names and addresses of all Directors and Officers, and such other records as may be required by law. All books and records of the corporation may be inspected as required by law and in any event by any Director, Officer, member or his agent, for any proper purpose at any reasonable time. The Board of Directors shall provide for an audit of the records and accounts of the corporation as often as it deems necessary but not less often than required by law.

SECTION XI

Fiscal Year

The fiscal year of the corporation may begin on the first day of August and end on the last day of July in each year.

SECTION XII

Seal

The Board of Directors may adopt, use and alter, a corporate seal, which shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION XIII

Notice and Waiver

When written notice is required by these Bylaws to be given to members, Directors or Officers, it may be delivered by such means as are normally employed by the school to deliver notice to parents of enrolled students. Any notice required by law or these Bylaws may be waived in writing by those persons entitled to such notice, before or after the time stated therein.

SECTION XIV

Bylaws, Amendments and Distributions

These Bylaws may be amended by the majority vote by the Board of Directors at a Board of Directors Meeting or by majority vote via written proxy (i.e. e-ballot via www.surveymonkey.com, or email) as provided herein, provided notice is given prior to the meeting of the nature of the proposed amendment. Copies of these Bylaws shall be distributed to all Directors and to any member upon request.