

Bylaws of

PARENT PARTICIPATION PROGRAM, Incorporated  
A California Nonprofit Public Benefit Corporation

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ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Parent Participation Program (“the Corporation”), Incorporated. Its principal place of business is located in the City of San Jose, County of Santa Clara, and State of California.

ARTICLE II  
PURPOSES, OBJECTIVES, AND POLICIES

Section 1. Purposes

The specific purposes of this Corporation are:

- A. To provide financial and other support to Noble Elementary School;
- B. To encourage good communication between parents and teachers;
- C. To raise parent awareness of the programs and needs of Noble Elementary School
- D. To promote parent involvement in the programs and activities of Noble Elementary School
- E. To raise and administer funds and acquire educational equipment, in order to provide additional educational benefits beyond those provided by the school district.

Section 2. Objectives

The objectives of this program are:

- A. To foster critical and creative thinking skills;
- B. To encourage an enjoyment of learning in an atmosphere of life-related experiences.
- C. To value the process of learning and not merely the final outcome.
- D. To recognize that the learning which takes place is the children’s and that they actively construct their knowledge as they participate in the process of learning.
- E. To promote a feeling of success, self-respect, self-expression, a sense of responsibility, a sense of community, commitment to the group, mutual respect, and an appreciation for life and self-growth
- F. To support a classroom atmosphere which emphasizes the importance of learning, cooperation, self-esteem, responsibility and problem solving.
- G. To support hands-on experiences using material from the child’s world; including many student determined, teacher guided activities, which provide for continuity and depth of learning.
- H. To create a bond between home and school by having parents share their lives and knowledge with children through direct participation both in and out of the classroom.

Section 3. Basic Policies

The following are basic policies of the Corporation

- A. The Corporation shall operate pursuant to the guidance established by the Berryessa Union School district; provided, however, that the funds collected by the corporation will be controlled by the board of this corporation
- B. The Corporation shall be a non-partisan, non-sectarian, non-profit corporation of the State of California, which does not contemplate the distribution of gains, profit, or dividends to the

members thereof.

- C. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c (3) of the Internal Revenue Code.
- D. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
- E. The name of the Corporation or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern.
- F. The members of the Corporation will assist the teacher in any activity that the teacher requires and will recognize that all activities are always under the teacher's direction and supervision.
- G. Transportation to and from school will be handled according to Berryessa Union School District policies.
- H. The Corporation will support School Board Policy 6152 to ensure equitable access to each alternative education class, recognizing that the selection process will always be conducted by the Berryessa Union School District.
- I. The Corporation suggests and encourages parent participation as an integral part of the program. Parents are expected to participate in meetings to evaluate the progress of the program, policy setting and other matters as needed.
- J. The members shall recognize that because the teacher is accountable to the principal of the host school and the Berryessa Union School District, he/she will be responsible for the curriculum content and its implementation. Under the direction of the teacher, parent participation in this program (whenever possible) will be working directly with the children, sharing individual interests and expertise with them.
- K. To maintain good communication, it is expected that:
  - Teacher members will:
    - Publish class newsletters regularly
    - Work with classroom treasurer to establish and review classroom budget
    - Keep the line of communication with parents open.

Parent members will:

- Utilize teacher established system for communication (i.e., email or notes)
- Put questions in writing when possible
- Request a meeting or phone conference to discuss questions or issues

### ARTICLE III MEMBERSHIP

#### Section 1. Eligibility, Classification, and Requirements of Membership.

- A. Eligibility. The following persons are eligible to become members of this Corporation:
  - (i) Any parent of a student at Noble Elementary School enrolled in the Parent Participation Program and who subscribes to the purposes, objectives and basic policies of this corporation;

- (ii) Any teacher at Noble Elementary School
- (iii) Any other person who subscribes to the purposes, objectives and basic policies of this Corporation and who the Board of Directors and the classroom teacher affected agree can make an appropriate contribution to the programs of the school.

B. Classification of Memberships

- (i) Individual Membership. Any parent with one or more children enrolled at Noble Elementary School, any teacher and any person described in subdivision A (iii) above may become an individual member.
- (ii) Joint Membership. Any parents with one child enrolled may become Joint Members.
- (iii) Family Membership. Any parents with more than one child enrolled may become Family Members.

C. Requirements of Membership.

(i) Voluntary Parent Participation hours

- (a) All members who are parents shall be requested to meet such annual parent classroom participation hour recommendations as are set from time to time by a vote of the membership upon recommendation of the Board and the teachers. For the 2004-2005 fiscal year, and every year thereafter, the following participation hours are recommended:

One child	25 hours
Two children	40 hours
Three children	50 hours

- (b) Parent members may designate (with the approval of the teacher) a responsible adult to perform the volunteer hours if the parents are unable to do so.
- (c) If the classroom contribution of hours is not feasible, such as when both parents work, alternative methods of parental participation will be determined.

- (ii) Voluntary Contribution. No later than October 15 of each year, each member shall make a suggested monetary contribution to the corporation to assist in providing extra field trips, materials and projects. If the monetary commitment made by the member cannot be fulfilled in one payment, two payments can be made. The first payment should be made by October 15 with the final payment made by January 15 of the school year.

D. Term of Membership. All memberships shall be for a term of one year and must be renewed annually on or before October 15 regardless of the initial date the membership commenced.

E. Good Standing. A member shall be considered in good standing if the member has paid the voluntary contribution and any dues or assessments required by the Board and met some or all of the parent participation hour's requirement.

F. Termination of Membership. The membership and all rights of membership shall terminate on the occurrence of any of the following causes:

- (i) The voluntary resignation of a member
- (ii) The expiration of the term of membership

- (iii) The death of a member
- (iv) When it is determined by the Board of Directors that such member has failed to comply with the standards, requirements and policies established by these by-laws or by the Board.

## Section 2. Meetings of Members

- A. Annual Meetings. There shall be two annual meetings of the members in each fiscal year, one in September and one in May at such time, date, and location as determined by the Executive Director.
  - (i) At the annual meeting in September, the members shall approve the budgets, dues and parent participation requirements for the upcoming school year, and conduct such other business as requires.
  - (ii) At the annual meeting in May, the members shall elect the members of the Board and the Officers for the ensuing fiscal year, and conduct such other business as required.
- B. Other Meetings. Special meetings of the membership or the Board may be called for any lawful purpose or purposes by the Board or the Executive Director. Special meetings of the membership may also be called for any lawful purpose or purposes by 5 percent of the members in good standing.
- C. Notice of Meetings.
  - (i) Notice of each meeting of the members shall be given no less than 10 days prior to the meeting to each member in good standing on that date.
  - (ii) Notice shall be given personally, or by written communication by first class mail through the U.S. Postal Service, or by electronic means to the address on the records of the corporation.
  - (iii) The notice shall state the time, date, and place of the meeting, and the nature of the business to be conducted, and for the May meeting the name of the nominees for office and for the September meeting the proposed budget, dues, and parent participation requirements.
- D. Quorum.
  - (i) One third of the membership in good standing shall constitute a quorum for the transaction of business at any regular or special meeting.
  - (ii) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. If any action taken (other than adjournment as described in (iii) below) is approved by at least a majority of the members required to constitute a quorum.
  - (iii) In the absence of a quorum, the meeting may be adjourned by a majority vote of those present and voting.
  - (iv) At special meetings of the Board a simple majority of the Board shall constitute a quorum.
- E. Voting.
  - (i) Each individual member, each joint member and each family member in good standing is entitled to one vote in person on any matter coming before the

Membership.

(ii) No voting by proxy is allowed.

(iii) All matters coming before the membership will be decided by a simple majority of those members present and voting.

F. Conduct of Meetings.

(i) Chair. The Executive Director, or in his or her absence, any other person chosen by a majority of the members present in person shall preside over the meetings of the Members.

(ii) Secretary. The Secretary of the Corporation, or in the Secretary's absence, such other person as designated by the Executive Director, shall serve as secretary at all meetings of the members, and take minutes of the meetings and perform other duties as required.

(iii) Robert's Rules of Order. The conduct of all meetings shall be governed by Robert's Rules of Order, as amended, insofar as such rules are not inconsistent with these bylaws.

Section 3. Action without Meeting by Written Ballot

A. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Board distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Secretary of the Corporation.

B. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast within the time period specified equals or exceeds the quorum specified in Section 2D, and the number of approvals equals or exceeds a majority of votes cast.

C. If the election of officers or directors is to be approved by written ballot in accordance with this section, the ballot must include the names of the nominees for office, and the nominee must receive a majority of the votes cast to be elected to office.

D. Ballots shall be solicited in manner consistent with the requirements for giving notice of meetings set forth in Section 2C above.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. Powers.

Subject to the limitations of these bylaws and the California Nonprofit Public Benefit Law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (Board).

Section 2. Number of Directors.

The Corporation shall have seven (7) Directors, including the officers and four (4) Directors at Large. Two of the Directors at Large shall be teacher members.

Section 3. Qualifications of Directors.

All Directors shall be members of the Corporation in good standing.

Section 4. Nomination, Election and Term of Office.

A. Initial Board of Directors

(i) The officers elected in accordance with Article V and the four Directors elected in accordance with this subdivision will comprise the initial Board of Directors who shall serve until June 30, 2005 of the current fiscal year or until their successors are elected and assume office.

(ii) The incorporator shall propose a slate of nominees for election as Directors at Large at the first meeting of the membership. The slate, and any candidates nominated from the floor, shall be submitted to the membership at the first meeting. Those candidates receiving a majority of votes will be elected as Directors at Large.

B. Nomination. For the 2005-06 fiscal year, and fiscal years thereafter, no later than

April 30 in each year, the Board shall select a slate of nominees to be presented to the membership for election as Directors at Large at the May membership meeting.

Nominations may also be made from the floor at the May membership meeting.

C. Election. A written ballot will be presented to the membership at the May membership meeting containing the names of the slate of nominees for the office of Director at Large presented by the Board and a space to write in the name of any nominees from the floor. The candidates receiving the highest number of votes will be elected to office as Directors at Large for the ensuing year.

D. Term of Office. The Directors at Large elected each year in May will take office on the following July first, and will serve for one year or until their successors are elected and assume office.

Section 5. Compensation

The Directors shall serve without compensation, except that they may be allowed and paid any actual and necessary expenses incurred in fulfilling their duties of office.

Section 6. Meetings of the Board

A. Regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. Special meetings may be called by the Executive Director or any two Board Members.

B. Any meeting, regular or special, may be held by conference, telephone, electronic screen communications, or other communications equipment provided that all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting.

C. The majority of the authorized members of Directors constitutes a quorum of the Board for the transaction of any business.

D. Every act or decision shall be made by a majority vote of the Directors present at any meeting at which a quorum is present; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

- E. The Executive Director or, in his or her absence, any Director selected by the Directors present shall preside at each meeting of the Board. The Secretary of the Corporation or, in the Secretary's absence, any Director appointed by the presiding officer shall act as Secretary of the Board.

#### Section 7. Action without Meeting

Any action required, or permitted to be taken, by the Board may be taken without a meeting, if all members of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such actions by written consent shall have the same force and effect as the unanimous vote of such Directors.

#### Section 8. Vacancies of the Board

- A. Vacancies on the Board shall exist on the death, resignation, or removal of any Director and whenever the number of authorized Directors is increased.
- B. The Board may declare vacant the office of the Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of any court to have breached any duty under the California Nonprofit Public Benefit Corporation Law or has failed to attend five (5) meetings of the Board.
- C. Any Director may be removed without cause by a vote of a majority of all members.
- D. Any vacancy on the Board for any reasons set forth in paragraphs A, B or C may be filled by majority vote of the Board. If the number of Directors then in office is less than the quorum, the vacancy may be filled by the unanimous written consent of the Directors then in office, by the affirmative vote of the majority of the Directors then in office at the duly called meeting; or by a sole remaining officer.
- E. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board, and may be a candidate of that office.

### Article V OFFICERS

#### Section 1. Qualification for Office

Each officer shall be a member of the Corporation.

#### Section 2. Number of Officers

Officers of this association shall be an Executive Director, who shall serve as Chief Executive Officer, a Secretary, and a Treasurer, who shall serve as Chief Financial Officer.

#### Section 3. Nomination, Election, and Term of Office

- A. Initial Officers. The incorporator shall propose a slate of nominees for election of the first meeting of the membership. The slate, and any candidates nominated from the floor, shall be submitted to the membership at the first meeting. Those candidates receiving a majority of votes will be elected as officers.



- B. Nomination. For the 2005-06 fiscal year, and the fiscal years thereafter, no later than April 30 in each year, the Board shall select a slate of nominees for the officer positions to be presented to the membership for election at the may membership meeting. Nominations may also be made from the floor at the May membership meeting.
- C. Election. A written ballot shall be presented to the membership at the May membership meeting containing the names of the slate of nominees for officers presented to the Board and a space to write in the name of any nominee from the floor. The candidates receiving the highest number of votes for each office will be elected to that office for the ensuing year.
- D. Term of office. The officers elected each year in May will take office on the following July 1, and will serve for one year or until their successors are elected and assume office. Officers may be reelected.

#### Section 4. Removal and resignation from Office.

Any officer may be removed from office by the Board of Directors at any time, with or without cause. Any officer may resign at any time by giving written notice to the Board, the Executive Director, or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

#### Section 5. Vacancies in Office

Any vacancies in any office may be filled by the Board.

#### Section 6. Compensation.

The officers shall serve without compensation, except that they may be allowed and paid any actual and necessary expenses incurred in fulfilling their duties of office.

#### Section 7. Duties of the Officers.

##### A. Executive Director

- (i) Serves as Executive Director of the Corporation and has general supervision, direction and control of the business of the corporation.
- (ii) Serves as principal liaison as the Principal and other officials of Noble Elementary School and the Berryessa School District.
- (iii) Coordinates the work of officers and committees in order that the purposes, objectives, and policies may be promoted.
- (iv) Presides at, and sets the agenda for all meetings in coordination with the teachers and Board Members.
- (v) Communicates with the membership, through a newsletter or other appropriate means, if necessary if there are major concerns about the corporation or its activities.
- (vi) Works with the Treasurer and the Finance committee in monitoring the status of the budget as established by teachers and in the preparation and filing of tax returns and other required reports.
- (vii) Appoint all committees, and serves as an ex officio member of all committees.

##### B. Secretary

- (i) Maintains the roster of membership, including names, addresses, email address where available and telephone numbers. Certifies the eligibility of all candidates for office, and, in cooperation with teachers and the treasurer, the eligibility of members to vote.
- (ii) Takes minutes of all meetings and other proceedings and publishes copies to the Board and membership in a timely manner. Maintains a minute book containing copies of all minutes.
- (iii) Sees that all notices are duly given in accordance with the provisions of these By-laws.
- (iv) In cooperation with the Executive Director, conducts all elections and records votes on all matters, taking a roll call vote as necessary.
- (v) Maintains all corporate records including the official copy of the By-laws and any amendments.
- (vi) Assists the Executive Director in any communications and in the coordination of events as needed.

C. Treasurer

- (i) Serves as Chief Financial Officer of the Corporation and maintains the corporation's funds and required financial records.
- (ii) Opens and maintains accounts in such banks as approved by the Board, and serves as custodian of the Corporation's checks and checkbooks. Writes checks and ensures that two signatures appear on each check.
- (iii) Serves as Chair of the Finance Committee.
- (iv) In cooperation with the Executive Director, establishes regular accounting, record-keeping and reimbursement procedures for each classroom treasurer and oversees the implementation and adherence of the procedures.
- (v) On a monthly basis, checks the records of each classroom treasurer to consolidate balances and reconcile their records with the corporate bank statements and ensure class treasurer provides ledger to teacher.
- (vi) Provides reports of total revenue and expenditures and account balances at all meetings of the Board and the Membership.

Article VI  
COMMITTEES

Section 1. Finance Committee

A. Membership of Committee. At the commencement of each fiscal year, the Executive Director shall appoint a Finance Committee which shall be comprised of the following members:

- (i) The Treasurer
- (ii) One Classroom Treasurer for each classroom period. A parent can be treasurer of one classroom or more only when he/she has children in that specific classroom. Officers and Board members may also serve as classroom treasurers.
- (iii) The teacher in each classroom.
- (iv) The Executive Director may serve as an ex officio member.

B. Duties of the Committee. The Classroom teacher is responsible for preparing an initial

budget for each classroom, which shall be consolidated into an overall budget for the Corporation, and presented to the Membership for approval at the September membership meeting. The proposed budget presentation shall include a recommended voluntary contribution to balance the budget. Once the initial budget has been approved, any subsequent changes to it, including increased expenditures in any existing area, should be presented to the Board and approved. Any such changes may be emailed to the Board for approval and voting to accept such changes may be made via proxy or via an electronic vote.

#### Section 2. Other Committees

The Board may create such other Committees as may, in the Board's discretion, be required.

### Article VII FISCAL MATTERS

#### Section 1. Financial Powers

The Corporation has the power to undertake the following financial transactions that are consistent with the purposes of the Corporation.

- A. Collect and raise funds.
- B. Open and maintain bank accounts and designate signatories and depositors to such bank accounts.
- C. Pay insurance premiums as required.
- D. Pay all taxes required.
- E. Contract for services.
- F. Buy and maintain equipment and materials for the Corporation to benefit the PPP classes.
- G. Buy equipment and materials for the Corporation to benefit the school.
- H. Fund assemblies, fieldtrips or other enrichment opportunities for the benefit of the PPP classes or on a grade wide or all campus basis.
- I. Other financial transaction that further the purpose of the Corporation.

#### Section 2. Fiscal Year

The Corporation's fiscal year shall be from July 1 through June 30.

#### Section 3. Deposit and Disbursement of Funds

- A. Deposits. The Corporation Treasurer will deposit all funds in the Corporation checking account.
- B. Disbursements. All disbursements will be by check drawn by the treasurer and signed by the treasurer and one other officer for expenditures from the classroom budget, and the Treasurer and one other officer for general expenditures.
- C. No expenditures shall be made other than those provided for in the adopted budgets without the approval of the Board.

#### Section 4. Classroom Treasurers

- A. Each classroom will have a classroom treasurer, appointed by the Executive Director. The appointment shall be made at the beginning of the fiscal year, except that the Kindergarten classroom treasurer may be appointed no later than September 15th.
- B. The Classroom Treasurer will track revenue and expenditure and maintain receipts and records in accordance with accounting procedures mandated by the Treasurer in cooperation with the Executive Director.
- C. The most current monthly statement of expenditures of fund will be available upon written request to any member.

#### Section 5. Unused Funds, Transfer Students

- A. If the funds budgeted for a specific classroom students are not totally used in a school year, the funds will be automatically transferred to ~~that~~ the next classroom for those students for the next school year.
- B. Parents whose children transfer out of the program for the school year will be entitled to a proportional reimbursement of their voluntary contribution when a written request is received by the Treasurer and with the teacher's positive recommendation.
- C. If a new student joins the classroom in the middle of the year, the classroom treasurer will advise the parents of the recommended voluntary contribution based on the proportional amount of the budgeted amount.

#### Section 6. Assets purchased with Corporation funds.

Assets purchased using Corporation funds that are not earmarked as gifts to the school or other classes within the school, are to remain in the parent participation program and in the classroom (grade) that originally purchased them, unless the Corporation determines they should be placed elsewhere.

#### Section 7. Confidentiality

All financial contribution by parents shall remain confidential to the extent allowed by the law.

### Article VIII DUES AND ASSESSMENTS

The Board may request the payment of dues and or assessments from each member to offset the general administrative expenses of the corporation. The dues may be different for different classes of membership.

### Article IX INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE

- A. The Corporation shall, to the extent allowed by applicable law, indemnify and hold harmless its directors and officers from and against any and all claims, actions, proceedings, whether threatened, pending or completed, by reason of their respective position with or

relationship to the Corporation, including, without limitation, all reasonable attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article IX.

B. The Corporation may purchase and maintain insurance on behalf of its officers and directors, as well as appropriate general liability insurance.

Article X  
AMENDMENTS TO BYLAWS

These bylaws may be amended by a majority vote of the Board at any meeting of the Board, or by a majority vote of the members present and voting at a meeting of the membership at which notice of the proposed changes has been given in accordance with subdivision C of Section 2 of Article III.

Certificate

The undersigned hereby certifies that I am the duly elected and acting Secretary of PARENT PARTICIPATION PROGRAM, INCORPORATED, a California Nonprofit Public benefit Corporation; and that the foregoing bylaws constitute the Bylaws of the Corporation as adopted by the Corporation's Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_ 2017 at San Jose, California.

Date \_\_\_\_\_

\_\_\_\_\_  
Jaime Koo, Secretary