

FRIENDS OF PLACER HIGH SCHOOL

BY-LAWS

PLACER HIGH SCHOOL  
275 Orange Street  
AUBURN, CALIFORNIA 95603

ARTICLE 1  
Name and Principal Office

Section 1. Name

The name of this organization shall be FRIENDS OF PLACER HIGH SCHOOL from hereon referred to as the organization.

Section 2. Principal Office

The mailing address and principal office of this organization is 275 Orange Street, Auburn, CA 95603 located in Placer County, California.

Section 3. Change of Address

The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

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Date

ARTICLE II  
Objectives and Purposes

Section 1. Objectives and Purposes

The objectives and purposes of this organization shall be to promote Placer High School student welfare in the home, school, and community through the cooperative effort of parents, students, teachers and members of the community.

We do this through supporting programs that strengthen communication, provide volunteer support and financial assistance to enhance, enrich and supplement Placer Union High School District approved activities.

## ARTICLE III Policies

### Section 1. Policies.

- a. This organization shall be non-partisan and non-profit. It shall not endorse anyone for public office. No substantial part of the activities of this organization shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the organization participate or intervene in any political campaign including publishing or distribution of statements on behalf of or in opposition to any candidate for public office. Questions of public interest may be endorsed or protested, upon recommendation of the Board of Directors and a two-thirds vote of the members present or voting at any general or special meeting.
- b. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by corporation contributions, which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- c. This organization shall provide in its Articles of Incorporation that its income, assets and property are irrevocably dedicated to charitable and educational purposes and no part of the net income, assets or property of the corporation shall ever inure to the benefit of any member or to the benefit of any private persons.
- d. Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for 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), Internal Revenue Code.

## ARTICLE IV Membership

### Section 1. Determination and rights of members.

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

### Section 2. Qualifications and admission of Members

Parents and friends of Placer High School who subscribe to the organization's purpose as set forth in Article II may become voting members by registering for membership. The membership year begins July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following year.

### Section 3. Number of members

There is no limit to the number of members the organization may admit.

### Section 4. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

### Section 5. Non-liability of Members

A member of this corporation is not personally liable for the debts, liabilities, or obligations of the corporation.

### Section 6. Non-transferability of Memberships

No member may transfer a membership or any right arising there from.

### Section 7. Vote by proxy

There shall be no vote by proxy.

### Section 8. Removal

A member whose actions are detrimental to the objectives and purposes of the organization may be removed by a three-fourths affirmative vote of the Board of Directors. Prior to action concerning removal, the member must be notified by mail and be given an opportunity to be heard before the Board.

## ARTICLE V Board of Directors

### Section 1. Number

There shall not be less than 3 and not more than 9 members. The Board of Directors shall consist of the officers (See Article V, Section 1.) and chairpersons of standing committees (See Article VI, Section 2.).

## Section 2. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, 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.

## Section 3. Duties.

- a. The Board shall perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- b. The Board shall have the power to establish and maintain policies and standards.
- c. The Board shall have the responsibility for the general management of the corporation and power to act for the corporation between meetings of members.

## Section 4. Terms of Office

The term of office shall be one year. ~~No person shall hold the same office more than two consecutive terms.~~ An elected Board member must be a member in good standing of the organization, as defined in Article IV Section 2.

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.

## Section 5. Nominations

At the regular Board meeting in March, the Board shall select a Nominating Committee composed of three members. The Principal of Placer High School shall be a non-voting member of the Nominating Committee. Its function shall be to prepare a slate of candidates for the elective positions. The chairperson of the committee shall present the list of nominees at the May annual membership meeting. Additional nominations may be submitted from the floor with prior consent of the nominee.

## Section 6. Election

- a. The annual election shall be held at the annual membership meeting in May.
- b. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot.
- c. A Board meeting shall be held in June to announce the new officers and standing committee chairpersons.

Section 7. Vacancies.

Any vacancy in an elective office shall be filled by nomination of the Board of Directors and ratification by the membership at the next general or special meeting.

Section 8. Compensation.

No member of the Board of Directors shall receive compensation for his or her participation on the Board.

ARTICLE VI  
Officers

Section 1. Number of Officers.

The officers shall consist of President, Vice President, Secretary, and Treasurer. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president of the board.

Section 2. Duties.

- a. The President shall preside at all meetings. She/he shall be an ex-officio member of all committees except the Nominating Committee. She/he shall temporarily fill any vacancy occurring among the elective offices until the next scheduled Board of Directors meeting.
- b. The Vice President shall assist the President and shall assume all duties of the President in his/her absence. The Vice President shall perform other duties as delegated by the President.
- c. The Principal of Placer High School or Principal Designee shall be a non-voting ex-officio member of the Board of Directors and all committees. She/he shall appoint the student representative of the ASB Associated Student Body as necessary as a non-voting ex-officio member of the Board.
- d. The Secretary shall:
  - (1) Keep the minutes of meetings.
  - (2) Have charge of all records and files of the organization, except the financial records.
  - (3) Conduct the general correspondence of the organization.
  - (4) Prepare a list of all unfinished business, at the conclusion of each meeting, for the use of the President.
  - (5) Bind and file the minutes of the meetings at the end of the school year, to be achieved in the Placer High School record office.
- e. The Treasurer shall:

- (1) Collect and receive and disburse all money when authorized by the Board. She/he shall keep an accurate financial record and shall render a monthly report at all general meetings.
- (2) Sign all checks and obtain countersignature by the President, the Vice-President, or other authorized signer.
- (3) Report so the minutes of the first general meeting reflect all authorized signers listed on the organization checking account signature cards.
- (4) Be authorized to make payment of routine bills.
- (5) Be responsible for providing necessary information to the board for filing all tax returns and other forms required by government agencies.

#### Section 4. Election of Officers.

Following the election of the Board of Directors at the annual membership meeting, the new board shall meet to select their officers and Standing Committee Chairpersons. All officers and standing committee chairpersons will be selected in a manner decided by the Board, at the first Board meeting following the annual membership meeting or at a special meeting called for the purpose of selecting officers. Officers Standing Committee Chairpersons will hold their respective offices for one year or until their successors are duly elected or qualified.

#### Section 5. Co-officers.

Officer positions that are shared between 2 people require modification to these bylaws. The number of votes a co-officer has will need to be clarified.

### ARTICLE VII Committees

#### Section 1. Reporting.

Committee Chairman or Committee Chairman Designee may report in person or in writing.

#### Section 2. Standing Committees.

- a. The Membership Committee. The elected Membership Chairman shall over see the activities of the Membership Committee. This committee shall encourage all parents and friends of Placer High School students to become active members of the organization using all means of available communication and keep the membership book.
- b. The Ways and Means Committee. The elected Ways and Means Committee Chairman shall over see the activities of the Ways and Means Committee. This committee shall plan and supervise the money raising activities of the organization.
- c. The Reception and Hospitality Committee. The elected Reception and Hospitality Committee Chairman shall oversee the activities of the Reception and Hospitality Committee. This committee shall act as host for all general activities of the organization.

They shall plan and supervise all social events of the council. They may delegate the planning and supervision of any event of the organization.

- d. The Communication Committee. The elected Communication Committee Chairman shall oversee the activities of the Communication Committee. This committee shall be responsible for editing, assembly and distribution of the Friends of Placer High School newsletter. Committee members shall include the Newsletter Editor, E-Bulletin editor, Bulk Mailing Committee chairman.
- e. The Grad Night Committee. The elected Grad Night Committee Chairman shall be the Grad Night committee liaison to the board. The Grad Night Committee plans and supervises the annual Sober Grad Night Graduation Celebration.

### Section 3. Special Committees.

Special committees shall be appointed by the president with the approval of the Board, which shall designate their powers and the term of the committee's appointment.

### Section 4. Representatives to the Board.

The student representative shall represent the interests of the students of Placer High School. The Board may request from the principal to have a bi-annual report from the School Site Council.

## ARTICLE VIII Meetings and Quorums

### Section 1. Board Meetings

Unless otherwise ordered by the Board of Directors, regularly scheduled monthly Board meetings shall be held from August through June. The quorum shall be five (5).

### Section 2. General Membership Meetings

A General Membership Meeting will be held in the month of September to ratify the activities for the year. The quorum for members at any general meeting will be those active members present and voting at a membership meeting called pursuant to the notice provision in Article VIII, Section 6.

### Section 3. Annual Membership Meeting

The Annual meeting will be held in May of each year to conduct the election of the Board of Directors.

### Section 4. Special Meetings.

The Board of Directors shall hold special meetings as needed. Special meetings may be called by the President or upon receiving a written request from ten members. The written request shall be submitted to a Board member. A special meeting to address the request shall not be less than 10 or more than 90 days after receipt of the request.

Section 5. Place of Meetings

Meetings shall be held at the principal office of the organization at 275 Orange Street, Auburn California, or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

Section 6. Notice of Meetings

Written notice of general meetings will be given not less than 20 nor more than 90 days before the date of the meeting through the organization's newsletter or by special notice through the mail at bulk rate.

ARTICLE IX

Dues

Section 1. Dues

Dues are not a qualification of membership. Donations are sought to help fund the programs established by this organization.

ARTICLES X

Finance

Section 1. Fiscal Year

The fiscal year of this organization shall be from July 1 through June 30<sup>th</sup>.

Section 2. Audit

The President shall appoint an auditor at the April meeting for the purpose of examining the books and records of the outgoing Board of Directors. The auditor shall submit a written report to the incoming Board of Directors at the beginning of the following term.

Section 3. Unbudgeted expenditures

Proposed expenditures of unbudgeted funds in excess of three hundred dollars (\$300.00) shall be presented to the Board and membership for approval.

ARTICLE XI

Amendment of Bylaws

Section 1. Amendment of Bylaws

Bylaws may be adopted, amended or repealed by the board unless the action would materially and adversely affect the rights of members as to voting.

ARTICLE XII  
Parliamentary Authority

Section 1. Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised, as amended from time to time, shall govern the meetings of the chapter insofar as those rules are not inconsistent with or in conflict with these bylaws, the Articles of Incorporation, the law, the laws of the State of California or rules governing agenda motion and related matters.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are the Board of Director members for the FRIENDS OF PLACER HIGH SCHOOL. Pursuant to the authority granted to the directors by these bylaws do hereby adopt the foregoing bylaws consisting of 9 pages.

Dated: \_\_\_\_\_

\_\_\_\_\_, Director

Julie Buck

\_\_\_\_\_, Director

Kim Casbeer

\_\_\_\_\_, Director

Phyllis Classon

\_\_\_\_\_, Director

JoAnn Cline

\_\_\_\_\_, Director

Sheila Evancie

\_\_\_\_\_, Director

Linda Hawkins

\_\_\_\_\_, Director

Nancy Hogan

\_\_\_\_\_, Director

Margaret Spalding

\_\_\_\_\_, Director

Kathy Twietmeyer