

**BYLAWS OF THE DECA Parents Club  
DENAIR, CALIFORNIA**

**ARTICLE I: NAME**

The name of this organization shall be the DECA Parents Club, hereinafter called DECA PC.

**ARTICLE II: MISSION STATEMENT**

The purpose of the DECA PC is to foster a closer relationship between home and school so that parents and teachers work collaboratively for the well-rounded education of all students of Denair Elementary Charter Academy and Denair Elementary School (hereinafter called Denair Elementary Schools).

**ARTICLE III: PURPOSE**

The purpose of the DECA PC is to:

- a. Foster a cooperative relationship between parents, teachers, support staff, and school administrators.
- b. Encourage family participation within the school.
- c. Encourage families to volunteer in school and/or on DECA PC Committees.
- d. Plan and carry out fundraising events of which all monies raised will be used to directly benefit the school and students.
- e. Provide and enhance educational, recreational, and cultural opportunities for all Denair Elementary Schools students by offering financial and creative support and volunteerism.

**ARTICLE IV: MEMBERSHIP**

**Section 1. Voting Members.**

- a. Any parent, guardian, or other adult standing in loco parentis for a student currently enrolled in Denair Elementary Schools is considered a general member of DECA PC and shall be designated as Voting Members.
- b. Voting members are entitled to one vote per family/household (unless two family members are on the Executive Board, at which time, their role as an Executive Board Member supersedes, and they are each entitled to their own vote).
- c. All Denair Elementary Schools staff are entitled to one vote (with the exception of motions that impact their classroom/grade level/department, in which case, they will abstain from voting; as stated in Article IX).
- d. DECA PC Executive Board Members (as defined in Article VI), are designated as voting members, with the exception of the President who shall only vote to break a tie, and during the annual elections meeting when voting occurs via a secret ballot.

**Section 2. Non-Voting Members.**

- a. The school principal shall be a part of the Executive Board, as defined in Article VI. All school administrators, by virtue of the office, shall serve in an advisory capacity to the DECA PC and shall be deemed an Advisory Member. These shall be non-voting positions.
- b. President shall only vote to break a tie, and during the annual elections meeting when voting occurs via a secret ballot.

## **ARTICLE V: OFFICERS AND ELECTIONS**

**Section 1. Officers.** The elected officers shall be a president, vice president, treasurer and secretary. Each position other than president can have a co-officer. Officers shall perform the duties prescribed by these bylaws and by the current edition of Robert's Rules of Order, Newly Revised. Officers are expected to attend all meetings. Officers are expected to adhere to (and update/revise as needed) these bylaws and any policies/procedures of the DECA PC.

- a. **President.** The president shall preside at all meetings and coordinate the work of all the officers and committees so that the purpose of the DECA PC is served. The president shall oversee and facilitate the creation of committees and selection of chairpersons as needed (such as fundraising, activities, and any other necessary committee) with the approval of the Executive Board. The president shall attend committee meetings whenever necessary. The president shall call special meetings as needed. The president shall promote goodwill among club, community and school. The president shall be a signature on the bank account/checks along with the treasurer and any other board member voted upon. The president, along with the treasurer, shall ensure that all needed documentation is completed in order for the organization to maintain its tax exempt status. The president shall ensure that an updated Memorandum of Understanding (MOU) is complete and submitted to Denair Unified School District as requested each school year.
- b. **Vice President.** The vice president shall assist the president when needed. The vice president shall preside at all meetings in the absence of the president. The vice president shall become president, should that office be vacated. The vice president shall attend committee meetings with or in place of the president as necessary.
- c. **Treasurer.** The treasurer shall handle all DECA PC money, pay all bills, and keep account of all receipts and disbursements. The treasurer shall be one name on the bank account/checks, will remain in possession of the checkbook, and write checks to pay debts on behalf of DECA PC (with proper approval of the DECA PC as voted on during meetings). The treasurer shall develop an annual budget to be reviewed and voted upon in spring. The treasurer shall make financial reports at each meeting and at other times of the year when requested by the Executive Board, and will make a full report at the end of the year. The treasurer, along with the president, shall ensure that all needed documentation is completed in order for the organization to maintain its tax exempt status.
- d. **Secretary.** The secretary shall record the minutes of each DECA PC meeting. The

secretary shall inform any member who missed a meeting any information that took place during the meeting when requested. The secretary shall type an agenda for all meetings at least two days prior to the meeting, in collaboration with the Executive Board (if one was not created at the last meeting). The secretary shall provide typed copies of the minutes from the previous meeting, a sign in sheet, and a copy of the current agenda for each member. The secretary will be in charge of recording the attendance at each meeting through the sign in sheet, and will maintain all records of attendance and minutes.

- e. **Co-Officers.** Each elected position may have one co-officer, with the exception of the president. Co-officers shall share the duties of the elected position; unless they are in training, in which case, the co-officers may act as the primary officer and complete all or most duties as a learning opportunity.

**Section 2. Eligibility.** Members are eligible for office if they are members in good standing (have a student enrolled at Denair Elementary Schools) and have attended at least half of the general meetings during the school year of the elections. All members will be notified prior to the annual election meeting that nominations will be accepted at that meeting.

If there are not enough members that have attended at least half of the general meetings during the school year of the elections to fill the required officer positions (President, Vice-President, Treasurer, and Secretary), then the board may nominate any member to fill the remaining position(s), or may consider any volunteers. If any officer positions are left unfilled due to a lack of interested members, the position(s) may remain open until filled; the remaining officers will determine how jobs will be split among themselves while working to fill the position(s). If more than one office is unfilled at a time, the officers shall fill the President and Treasurer positions first.

**Section 3. Annual Nominations and Elections.** Annual elections will be held at the second to last meeting of the school year. Nominations of each office will be made from the floor with the consent of the nominee during this annual elections meeting. Voting shall be limited to voting members who have attended more than one half of the scheduled general meetings for the preceding school year (unless there are no candidates that have met this criteria, then the board may nominate any member to fill the remaining position(s), or may consider any volunteers, as stated in Article V, Section 2). Voting shall be by voice vote, unless there are more than one nominee/volunteer, in which case, voting shall be by secret ballot (in which the president can participate in voting). Election shall be by a majority vote of those present and eligible to vote. In the event of a tie vote, balloting will continue until a resolution is reached.

The Executive Board and/or the Nominated individuals will determine if a co-chair is needed in order to share duties and/or for training purposes.

**Section 4. Terms of Office.** Officers shall serve for a term of one year or until their

successors have been elected or appointed and assume office. The term of each officer shall begin upon completion of the school year in which they were elected. No member shall be eligible to serve more than two consecutive terms in the same office. An exception can be made if no new members volunteer and/or accept their nomination and/or if the board agrees to extend a nominee's term.

**Section 5. Removal From Office.** Once an officer is voted in at the annual election meeting (held at the second to last meeting of the school year), the newly elected officer MUST attend the last meeting of the same school year in order to take over their position at the end of this last meeting. If the newly elected officer does not attend the last meeting of the school year, they will automatically forfeit their position and a new officer will be elected. Only the Executive Board can grant an excusal for missing this last meeting, by a majority vote. In addition, missing three meetings in a school year in which one is serving as an officer, is grounds for removal from office at the discretion of the remainder of the Executive Board.

**Section 6. Vacancies.** If there is a vacancy in the office of president, the Vice President will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next general meeting. While the position is open, the remaining officers shall share in the duties of the open office position. If unable to fill the office with a member who has attended at least half of the meetings, nominations will be open to any member.

## **ARTICLE VI: EXECUTIVE BOARD**

**Section 1. Membership.** The Executive Board shall consist of the officers (as described in Article V), school principal, committee chairs, and two teacher representatives (teacher representatives are selected by the school principal, they are not elected positions, they act as a liaison between school staff and the DECA PC and have the right to vote and make motions, as described in Article IV, Section 2).

**Section 2. Duties.** The Executive Board shall manage the affairs, activities and operation of the DECA PC. The Executive Board shall transact necessary business during the intervals between meetings. The Executive Board has the power to act during an Executive Board meeting and/or in an emergency without the consent of the DECA PC general members and may allocate non-budgeted funds of \$1,000 or less within one school year, without bringing the request to the general meeting for approval. Executive members have the right to propose motions, with the exception of the president and school principal, and with the exception of motion that presents a conflict of interest (in which case the board/voting member must abstain from making a motion, seconding a motion, and/or voting to approve a motion). All officers, with the exception of the president and the school principal, have the right to one vote (as defined in Article IV, Section 2).

## **ARTICLE VII: MEETINGS**

**Section 1. General Membership Meetings.** There shall be at least seven general membership meetings per year. General membership meetings may coincide with Executive Board meetings. The second to last general membership meeting of the year will be designated as the annual election meeting. The exact time, date, and location of each meeting will be determined by the Executive Board. Members shall be notified of the scheduled dates, times, and location via the annual Calendar of Events provided at the beginning of each school year.

**Section 2. Executive Board Only Meetings.** Any Executive Board Member has the right to call a general and/or Executive Board only meeting. The Executive Board will hold a minimum of one board only meeting during the school's summer break in order to plan for the upcoming year. The Executive Board will also have the right to vote via phone call and/or text messages in an emergency (as defined in Article VI, Section 2). Any decisions motioned and voted upon during an Executive Only Board meeting will be represented in the Executive Board only meeting minutes. If voted on via phone call/text, these decisions shall be documented within the minutes of the next general meeting.

**Section 3. Special Meetings.** Additional meetings of the DECA PC may be called by a majority vote of the Executive Board or by at least five general voting members. Such requests from general voting members shall be in writing and shall state the purpose of the meeting. The date, time, and location of all Special Meetings shall be determined by the Executive Board and announced by written notice to the members at least one week prior to the meeting.

**Section 4. Online Meetings.** In the event the general membership meeting cannot take place in person, the meeting can be held via an online platform, so long as the general members are given at least one weeks notice with information on how to join such a meeting. Any Executive Board meeting may be held via an online platform with the board's approval. All typical motions and voting can be held via the online platform. The President shall determine the best route for voting online in order to ensure all votes are accounted for.

**Section 5. Quorum.** A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

**Section 6. Conduct of Meetings.** Meetings shall be conducted according to Robert's Rules of Order, Newly Revised. Motions shall be made by and seconded by the Executive Board, then discussed, amended as needed, and voted on by all voting members. Motions will be approved via two-thirds vote of present members. Previous meeting minutes and the current agenda must be approved at the beginning of each meeting. Motions or business that are tabled shall be considered at the next meeting or at some other agreed upon time.

## ARTICLE VIII: COMMITTEES

**Section 1. Membership.** Committees may consist of general members and executive board members.

**Section 2. Committee Chairs.** Committee chairs shall be appointed by the Executive Board for each committee. Chairpersons shall submit all plans, activities, and/or formal reports directly to the Executive Board for approval, and reports shall be shared at the general membership meetings as deemed appropriate by the Executive Board. If the committee's role is to plan a school event, all plans related to the event must be presented by the Committee Chair and to the board for approval, at least one meeting prior to the event date. If any changes to the plan are needed, changes must be presented prior to the event for approval.

**Section 3. Committees.** Committees shall be determined on a yearly basis and may include fundraising and/or school events as determined by the Executive Board. If a scheduled/planned event cannot be held due to changes within the school/district/county/state policies or protocols, the Executive Board may change the type of event and committee and/or may cancel an event and thus disband a committee (until further notice) as determined by a majority vote. Committees shall be created for a specific period of time or to perform a specific task on behalf of the membership. Committees shall cease to exist when that time period or task has been completed, or at the end of each school year.

## ARTICLES IX: CONFLICT OF INTEREST POLICY

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions.**

- a. **Interested Person.** Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
  - ii. A compensation arrangement with the organization or with an entity or individual with which the organization has a transaction or arrangement;  
or
  - iii. A potential ownership or investment interest in, or compensation

arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures.**

- a. **Duty To Disclose.** Inconnection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she may be asked to leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation he/she may be asked to leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **d. Violations of the Conflict of Interest Policy.**

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation.**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements.** Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



**Section 7. Periodic Reviews.** To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE X: PROPERTY**

The title for all property, funds and assets of the DECA PC, whether incorporated or not, shall at all times be vested in the DECA PC for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The DECA PC Executive Board shall have complete control over the acquisition, administration and disposition of its property, except that such property shall not be used for any purpose contrary to those of the DECA PC.

## **ARTICLE XI: FINANCES**

**Section 1. Fiscal Year.** The fiscal year shall begin on the day immediately following the last day of school. This will be dependent on the school calendar.

**Section 2. Budgeting.** A tentative budget for the following school year shall be drafted and approved (by a majority vote of the members present) in spring. Any changes to the budget must be approved by a majority vote. DECA PC will keep a reserve of no less than \$5,000, unless otherwise voted on by the Executive Council members.

**Section 3. Records.** The treasurer shall keep accurate records of any disbursements, income, and bank account information. The treasurer shall prepare a financial statement for each general meeting. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by an Auditor as determined by the Executive Board (an Auditor may be anyone on the Executive Board that is NOT an authorized signature).

**Section 4. Banking and Checks.** DECA PC will maintain a banking account for club purposes. Checks issued by DECA PC must have two signatures. Authorized signers shall

be the treasurer and the president. A third officer may be appointed an authorized signer if voted on during the Annual Election meeting or at an Executive Board meeting. If any officers are related, only one is eligible to serve as an account signatory. If the related officers are the treasurer and the president, the authorized signers shall be the treasurer and the vice president (or another officer, with the exception of the president, if so voted upon by the Executive Council).

**Section 5. Expenses and Reimbursement.** Executive Board members, committee members and others assigned are eligible for reimbursement for purchase of supplies and services. All reimbursement and dollar amounts should be pre-approved prior to making any purchases. All reimbursements will be distributed after approval and submission of receipt(s) and a reimbursement form which outlines the purpose of the reimbursement and is authorized by two members of the Executive Board.

**Section 6. Dissolution.** Upon the dissolution of the DECA PC, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the DECA Parents Club in all instances in which they are applicable and when they are not inconsistent with these bylaws or any other DECA PC Policies and Procedures.

## **ARTICLE XIII: DISSOLUTION**

The DECA PC may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

## **ARTICLE XIV: INDEMNIFICATION**

Every member of the board shall be indemnified by the DECA PC against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the DECA PC in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the DECA PC board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of settlement the indemnification herein shall apply only when the DECA PC board approves of such settlement and reimbursement as being in the best interest of the DECA PC. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a member of the board is entitled.

## **ARTICLE XV: AMENDMENTS TO THE BYLAWS**

Provisions to these bylaws may be amended by a two-thirds vote of those present and voting at a DECA PC general meeting. The Executive Board Members will review the bylaws at the beginning of each year, and will determine if revisions are needed. If revisions are needed, the Executive Board will revise and approve a draft of the bylaws and present the draft at a general meeting for a motion and vote to approve a final copy.

Members may request a copy of the bylaws (and/or a working draft if in revision) by emailing DECA PC at [decaparentsclub@gmail.com](mailto:decaparentsclub@gmail.com). Members may also view a copy of the current bylaws on the Denair Elementary Charter Academy website.

**Approved/Adopted on: September 14, 2023**