



Disney Elementary School Education Foundation

Bylaws

Mission Statement

Disney Elementary School Education Foundation is a nonprofit organization dedicated to raising funds to help maintain and enhance the quality of education at Disney Elementary School through the collaboration of parents, educators, the school's Site Council, and the community.

Article I

Name and Office

Section 1. Name: The name of the entity shall be "Disney Elementary School Education Foundation" hereinafter referred to as "DESEF".

Section 2. Principal Office: The principal office of the fund shall be located at Walt Disney Elementary School, 3250 Pine Valley Boulevard, San Ramon, California 94583. The directors may change the principal business office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

Article II

Purpose

DESEF is an ongoing entity whose purpose is to enrich the academic, artistic, cultural, social and athletic education of the children at Walt Disney Elementary School by accepting donations, soliciting and raising money for the foregoing purposes. DESEF will provide interested person or businesses with an opportunity to make tax deductible bequests, memorial contributions or other gifts and work in conjunction with the school Site Council, and interested staff and parents, to determine the most effective use of funds.

DESEF is organized and operated exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and State of California Revenue and Taxation Code 237020.

No substantial part of the activities of DESEF shall consist of carrying on propaganda or otherwise attempting to influence legislation, participating or intervening in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article III

Organization and Status

DESEF will operate and function as a public charity under Section 501 (c)(3) of the Internal Revenue Code. DESEF will operate in compliance with the foundation guidelines set by the San Ramon Valley Unified School District, hereinafter referred to as the "SRVUSD". DESEF will operate as an affiliate of the San Ramon Valley Education Foundation (SRVEF), but a majority vote of the Board of Directors of DESEF may discontinue this affiliate relationship at any time.

Article IV

Membership

DESEF shall have no members.

Article V

Board of Directors

Section 1. General Corporate Powers: Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business activities of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Numbers and Makeup: The Board of Directors shall manage the affairs of DESEF. The number of Directors shall be no less than seven (7) and nor more than twenty-five (25). The Board of Directors must include the school's Principal, one or two school staff members (selected by the Principal), and one parent/guardian of an enrolled student. The Board of Directors may all include community members (not a parent/guardian of an enrolled student). The Principal and staff member(s) will be voting members of the Boards. There shall be no more than one Director from a single household.

Section 3. Election: Directors (other than Principal and staff members) shall be elected yearly by the Board of Directors during a meeting in May or June. The Nominations Committee shall select willing candidates based on qualifications and present a slate of nominees to the Board. Nominees must be ratified by a majority vote of the Board of Directors. Term of new Board begins start of next fiscal year.

Section 4. Term of Office: Each Director shall hold office to end of fiscal year, except in case of resignation, death, disability or removal. Directors may be re-elected. No limits on consecutive terms Directors may serve.

Section 5. Vacancy: Any vacancy or unfilled position on the Board of Directors may be filled for the unexpired term by appointment. The DESEF President or Nominations Committee shall be responsible for recommending the appointee who must be ratified by a majority of the Board of Directors. Directors may be appointed at any meeting.

Section 6. Resignation and Forfeiture: Any director may resign at any time by giving written notice to the President. Any director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 7. Compensation: Directors shall not receive any salary or compensation for their services.

Section 8. Contracts: The President of DESEF is authorized to enter into contracts and execute and deliver instruments in the name of and on behalf of DESEF. The Board of Directors may authorize any other officer or officers, agent or agents of DESEF to enter into any contract execute and deliver any instrument in the name of and on behalf of DESEF and such authority may be general or confined to specific instances.

Section 9. Advisory Boards: The Board of Directors shall have discretion to appoint one or more advisory boards to assist in carrying out the purposes of DESEF.

Section 10. Reporting: The Board of Directors shall be responsible for complying with all reporting requirements of SRVUSD.

Section 11. Conflict of Interest: Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board's minutes and if a vote on the matter is taken the results shall note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has only a vested fiscal interest in the outcome of a board action.

Upon the request of any Board member, a written vote may be conducted in situations where a conflict of interest has been identified.

Section 12. Indemnification: The Directors shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

Article VI

Officers

Section 1. Officers: The officers of DESEF must be President, Executive Vice President, Secretary, and Treasurer. DESEF may also have such other officers with such titles and duties as shall be determined by the Board of Directors. Officers must be members of the Board of Directors, and may not be related by blood, marriage, or reside in the same household. The Principal shall not hold office.

Section 2. Election and Transition: The officers of DESEF's Board of Directors shall be elected yearly by the Board of Directors during a meeting in May or June. Term of the new Board and officers begins the start of next fiscal year. The outgoing Treasurer will maintain the books of DESEF until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity.

Section 3. Term of Office: Each Officer shall hold the office until end of fiscal year, or in cases where no successor has been approved by the Board at end of fiscal year, until his/her successor has been duly elected and qualified. An Officer shall not hold the same position for more than three (3) consecutive terms.

Section 4. Elected Officer Roles:

- A. **President.** The President shall be the chief executive officer of DESEF. The President shall preside over all meetings and the annual meeting of DESEF; shall, in general, supervise and control all of the business and affairs of DESEF; and shall be responsible for reporting to school staff and general school population. He/She shall be an ex-officio member of all committees except the Nominations Committee.
- B. **Executive Vice President.** The Executive Vice President shall in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Executive Vice President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors.
- C. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of DESEF and shall be responsible for providing DESEF with all financial and accounting data required of DESEF.
- D. **Secretary.** The Secretary shall keep the minutes of the annual meeting and meetings of Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of DESEF's records, and in general perform all duties incident to the office of Secretary.

Article VII

Voting Privileges

All Board of Directors receive one vote.

Article VIII

Meetings

Section 1. Annual Meeting: The annual meeting of DESEF shall be held at Walt Disney Elementary School during the month of September. Notice of annual meeting shall be published no less than ten (10) days before meeting.

Section 2. Regular and Special Meetings: Regular meeting of the Board of Directors shall be held at least four (4) times during the fiscal year. The President or any two (2) Board members can call special meetings of the Board of Directors. Meetings are open to the public, but only Directors may speak, unless permission to speak is specifically granted by the President. The public

will request time on the agenda by asking the President at least 48 hours prior to the meeting. The public may not speak more than 15 minutes, unless more time has been specifically granted by a majority vote of the Directors.

Section 3. Notice of Meetings: Notice of a time and a place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, or email to each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all Board Members of meetings at least forty-eight (48) hours prior to the meeting.

Section 4. Quorum: A majority of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Section 5. Action without Meeting: Any action of the Board of Directors may be taken without a meeting if $\frac{3}{4}$ of all members of the Board individually or collectively consent to this action. The President shall determine the method of voting on the action and be responsible to provide written result of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

Article IX Committees

Section 1. Committees. There shall be such committees created by the Board of Directors as may be required to carry on the work of DESEF. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board.

- Required committee: Nominations
- Other committees may include (but are not limited to): e-Scrip, Matching Funds, Grants, Special Fundraisers and Bylaws.

Section 2. Appointment: The President, subject to ratification of the Board of Directors, shall appoint the chairperson and members of committees.

Section 3. Term: The chairperson and members of special committees shall serve for one year, or until their assignments have been completed, whichever comes first.

Article X Financial Administration

Section 1. Use of Funds: DESEF will use funds to

- A. Fund staff and teacher salaries.
- B. Fund educational improvements based on input from the Principal and Site Council.
- C. Pay normal administrative expenses involved in supporting Walt Disney Elementary School.

Section 2. Books and Record: DESEF shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of DESEF may be inspected by any member, or his agent or attorney, authorized representative of the school's Site Council or the SRVUSD, for any proper purpose at any reasonable time, and upon reasonable notice.

Section 3. Required Reporting: The Board of Directors shall provide reasonable periodic reporting to the general school population.

Section 4. Notes of Indebtedness: All checks or drafts issued in the name of DESEF will require two signatures. The Board of Directors will authorize any three of the following to sign checks: President, Executive Vice President, Treasurer, Financial

Secretary, or Secretary. An officer, not authorized to sign checks, shall also review and sign copies of monthly bank statements, mailed directly from the bank or printed directly from the bank's website.

Section 5. Auditing: An auditor appointed by the President, shall audit the books and financial records of DESEF annually. The auditor may be any individual the President chooses, but cannot be a current Officer of DESEF. The appointed auditor must be approved by the Board. Results of the final audit shall be made available to the Board of Directors.

Section 6. Fiscal Year: The fiscal year of the Fund shall begin on the first day of July and end on the last day of June.

Article XI

Dissolution

Upon dissolution or final liquidation of DESEF, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of DESEF, distributed to the school's Site Council or a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 509 (c)(3) of the Internal Revenue and State of California Revenue and Taxation code 237202.

Article XII

Parliamentary Authority

The rules contained in Rosenberg's Rules of Order (revised 2011 version) shall govern DESEF in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

Article XIII

Amendment to Bylaws

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

Amended Bylaws adopted on September 10, 2014 by the Disney Elementary School Education Foundation Board of Directors.

Date:

	President
	Executive Vice President
	Treasurer
	Secretary
	Principal

