

BROWNS VALLEY FAMILY CLUB
BY-LAWS
AMENDED AND FULLY RESTATED – June 2022

Article I
NAME

The name of the organization shall be Browns Valley Family Club, Incorporated, hereinafter known as BVFC

Article II
PURPOSE

BVFC shall be a non-profit organization designed to promote interest in and assistance to the Browns Valley School, its students and its faculty. The mission of the Browns Valley Family Club (BVFC) is to provide resources for activities that enrich our children globally, culturally and artistically; promote academic growth and achievement; and celebrate learning for all students.

Article III
MEMBERSHIP

Membership shall consist of the immediate families of students of Browns Valley School, the Principal, and the staff members. All members of BVFC shall be eligible to vote at the general membership meetings.

Article IV
THE BOARD

The Board shall consist of the Executive Committee and Appointed Members.

A. Board Member Types:

1. Executive Committee

The Executive Committee (elected officers) shall consist of a President, Vice-President, Recording Secretary, Communications Secretary, Treasurer, Historian, Ways and Means Coordinator, and Special Projects Coordinator. The Principal is a non-voting advisor to the BVFC. Executive Committee and the Board. These positions shall be considered the Executive Board.

2. Appointed Members

The Appointed Members shall consist of the Parliamentarian and all chairpersons deemed necessary by the President. Eligibility for an appointed position on the Board shall be met by being a member of the BVFC. The Chairpersons of all committees shall be appointed

or dismissed by the President. These positions in conjunction with the Executive Board shall be considered the Board.

B. Procedures

1. Election of Executive Committee Officers

Eligibility for an elected position (Executive Committee) on the Board shall be met by being a member of BVFC. It is recommended that eligibility for the position of President shall be met by being on the Board for one (1) year. At the March Board meeting at, a nominating committee chairperson shall be appointed by the President and approved by the Board. The nominating committee shall consist of at least three (3) members, of whom one (1) shall be from the Executive Committee. The Principal shall serve as an advisor to the nominating committee. The names of the nominating committee shall be published within ten (10) days of said appointment. At the April Board meeting, nominations for each office shall be accepted from the floor. A ballot of eligible candidates determined by the nominating committee shall be distributed to BVFC members. All ballots shall be received prior to the final General Membership meeting. Ballots shall be counted by the nominating committee and results shall be announced at the final General Membership meeting. In case of a tie, a runoff ballot will be distributed at the final General Membership meeting.

2. Term of Office

The Executive Committee shall serve a term of one (1) year. The Executive Committee members shall assume their duties on July 1st. It is recommended that no person hold the same Executive Committee office for more than two (2) consecutive years. The final Executive Committee meeting shall be a joint meeting between the existing and newly elected Executive Committee members.

3. Method of Voting

Voting by the Board shall be by voice, show of hands, or ballot. email or ballot. Mail/Email Ballots are permissible when it has been determined by the President/or Vice President as is necessary. In the case of emailed ballots, ballots must be returned by the date and time specified in the notice.

4. Vacancies

In the event of a vacancy of the Executive Committee, the President shall appoint a person to fill the vacancy for the unexpired portion of the term and such appointments shall be ratified by the Executive Board. In the event of a vacancy of a Chairperson, the President shall appoint a new chairperson.

5. Goals and Objectives

The Executive Committee, in collaboration with the Principal and staff, shall establish specific goals and objectives for the school term.

6. Budget

A proposed annual budget shall be developed and approved by the Executive Committee and the Principal prior to the first General Membership Meeting. The proposed annual budget shall be presented for approval at the first General Membership Meeting. It will then be presented for ratification at the first General Membership Meeting and must be passed by the majority of all General Membership and Board Members present. All monies and/or liabilities shall be passed, intact, to the newly elected Executive Committee each succeeding term. At the May meeting, budget input shall be solicited from the Board for implementation.

7. Deposits and Expenditures

Check deposits shall be made by an authorized co-signer, as described below, at their earliest convenience possible and shall be made no longer than seven (7) days after receipt by the co-signer. Cash deposits shall be counted in the company of someone other than the person making the deposits. Cash deposits shall be made within two (2) days of taking possession and counting the deposit amount. The depositor should pass a copy of the deposit receipt to the person who submitted the funds for to deposit to verify the amount deposited, within 2 days. Expenditures shall be approved in the budget or by approval of the Board. Checks shall be signed by two (2) of the co-signers. The President and the Treasurer shall meet monthly to review the Deposits and Expenditures for the prior period.

Article V

DUTIES OF THE EXECUTIVE COMMITTEE

A. President

The President shall preside over all meetings of BVFC. The President shall coordinate the work of the Board members in order that the objectives of BVFC may be fulfilled. The President, or an Executive Committee member appointed by the President, shall be an ex-officio representative on all committees. The President shall appoint the Parliamentarian and the Chairpersons of all committees. The President shall be one (1) of three (3) co-signers of checks with the Treasurer or Vice-President. The President shall appoint a person to fill a vacancy on the Executive Committee with the ratification of the Board. If any Executive Committee or Appointed Member of the Board is unable to fulfill their duties, the President may, at their discretion, assume those duties. The President, or designee of the President, shall serve as the representative to the Superintendent's Advisory Committee.

B. Vice-President

The Vice-President shall act as aide to the President and shall perform the duties of the President in their absence. The Vice-President shall be one (1) of three (3) co-signers of checks with the Treasurer and President.

C. Recording Secretary

The Recording Secretary shall keep an accurate record of the proceedings of all monthly meetings of BVFC. The Recording Secretary shall keep a current copy of the By-Laws and all previous minutes taken during their term of office. The Recording Secretary shall type, or have typed, the minutes for all Executive Committee, Board, and General Membership meetings and place a copy in the permanent records of BVFC. The Recording Secretary shall place on display at school a copy of the minutes and Treasurer's report.

D. Communications Secretary

The Communications Secretary shall conduct all correspondence pertaining to BVFC. The Communications Secretary shall notify the Executive Committee, Board, and General Membership of meetings. The Communications Secretary will also manage the BVFC Social Media presence. Additionally, the Communications Secretary will work with the BVFC President and the Principal on BVFC school communication system.

E. Treasurer

The Treasurer shall be one (1) of three (3) co-signers with the President and Vice-President (in the case of two (2) Treasurers, they shall be two (2) of four (4) co-signers). The Treasurer shall assist the Executive Committee in preparing the proposed annual budget for presentation to the Board and General Membership. The Treasurer shall be responsible for maintaining financial records of the organization. The Treasurer shall be responsible for all financial transactions of BVFC and may, at the discretion of the President, monitor and physically control the collection and/or disbursement of funds at any BVFC event. The Treasurer shall present a statement of financial position at each Board and General Membership meeting. The Treasurer shall present the financial records of BVFC. to the appointed Auditor for a final audit upon closure of the fiscal year, when necessary. The Treasurer shall file all relevant Federal and State documentation. The Treasurer shall ensure all necessary insurances are retained for the organization, and as requested for events by event committee chairperson.

F. Historian

The Historian shall maintain a continuous record of activities of BVFC. The role will also manage and update BVFC knowledge repository i.e., Dropbox

G. Ways and Means Coordinator

The Ways and Means Coordinator shall oversee all fund raising. The Ways and Means Coordinator shall act as consultant to all committees pertaining to fund raising. The Ways and Means Coordinator shall present to the Executive Committee a proposal with regards to fundraising by which to meet the goals and objectives of BVFC.

H. Special Projects Coordinator

The Special Projects Coordinator shall be responsible for planning special activities such as retirements, teacher appreciation, newcomers' events, etc.

Article VI
DUTIES OF APPOINTED MEMBERS

A. Appointed Members

The Appointed Members as Chairperson shall be responsible for coordinating and overseeing all planning for the event to which they have been placed in charge. Each Fundraising Event Chairperson shall be responsible for rendering a written report to the Board upon completion of the event which should include finances, attendance, recommendations, etc.

B. Parliamentarian

The Parliamentarian shall attend all meetings of BVFC. The Parliamentarian shall advise the Boards in parliamentary procedures when necessary. The Parliamentarian shall serve as an advisor to the Executive Committee.

Article VII
MEETINGS

A. Executive Committee Meetings

The Executive Committee shall meet to discuss recommendations to the Board. The Executive Committee shall prepare the proposed budget. In situations requiring a decision before the next scheduled Board meeting, the Executive Committee shall be authorized to vote for any action or expenditure it deems necessary. The Executive Committee is authorized to approve the necessary expenditures up to \$5,000 or 5% of the total budget, whichever is lower. General Membership may attend Executive Committee meetings, but only the Executive Committee shall vote. Meetings shall be called by the President as required. At an Executive Committee meeting, a majority of the Executive Committee is necessary to transact business. During matters that require a vote at an Executive Committee meeting, each position shall be entitled to one (1) vote. A quorum of five (5) is necessary to transact business.

A record shall be kept of the proceedings at any Executive Committee meeting and this record shall be included, in the form of a report by the President, in the minutes of the next regular BVFC meeting.

B. Board Meetings

All Board meetings shall be open to the General Membership, but only the Board shall vote. Board meetings shall be held once a month. The Board is authorized to approve non-budgeted expenditures up to \$10,000 or 10% of the total budget, whichever is lower. Meetings shall be called by the President and held a minimum of 6 times per school year. The President shall call additional meetings as necessary.

During matters that require a vote, the Board members shall all have (1) vote. In the event that two (2) persons share a position, the position shall be entitled to one (1) vote and shall be counted as one (1) member to establish a quorum. At Board meetings a quorum of eight (8) is necessary to transact business. A record shall be kept of the proceedings and shall be included in the minutes of the next Board meeting. The President will accept requests for items to be agendized up to one week prior to the Board Meeting. Agendas shall be available on the BVFC's website 1 day prior to the Board Meeting. Non-agendized monetary requests over \$1,500 shall be considered at the next Board Meeting.

C. General Membership Meetings

At least one (1) General Membership Meeting shall be held throughout the school term. The date of the meeting shall be at the discretion of the Board. Special General Membership Meetings may be called by the Board or by a majority of the General Membership. At Membership meetings a quorum of ten (10) members which includes a minimum of two (2) Executive Board members is necessary to transact business. A record shall be kept of the proceedings and shall be included in the minutes of the next Board meeting. General Membership Meetings can be combined with Board Meeting. However, a majority of those present shall be required to take action.

Article VIII
CONFLICTS OF INTEREST

A. Purpose

1. Protecting the BVFC: The purpose of the conflict-of-interest policy is to protect the family club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the BVFC.
2. State Laws: This policy is intended to supplement, but not replace any applicable state laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions

1. Interested Person: Any member of the BVFC Board and/or General Membership who has a direct or indirect material financial interest, is an interested person. Examples of financial interest:
 - a. A person has a financial interest if the person may benefit financially, directly, or indirectly, through business, investment, or family,
 - b. An ownership or investment interest in any entity with which the BVFC has a transaction or arrangement, or
 - c. A compensation arrangement with the BVFC or with any entity or individual with which the BVFC has a transaction or arrangement or

- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the BVFC is negotiating a transaction or arrangement.
2. Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

B. Procedures

1. Duty of Disclosure: In connection with any actual or possible conflicts of interest, a Board member who believes they may be an "interested person" must disclose the existence and nature of their financial interest to the other Directors or members of the committee considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists:
 - a. After disclosure of the financial interest, the potentially interested person shall leave the Board meeting while the financial interest is discussed and voted upon.
 - b. The remaining Board members shall decide whether a conflict of interest actually exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement and determine whether the proposed transaction is on market terms.
 - b. After exercising due diligence, the Board shall determine whether the BVFC can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, then the matter will be presented to the Board. The Board shall determine by a majority vote of the disinterested Members whether the transaction is fair and reasonable to the BVFC. The Board shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. Violations of the Conflict-of-Interest Policy
 - a. Failure to Disclose: If the Member or committee has reasonable cause to believe that 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.

b. Corrective Action: If, after hearing the response of the member and making such further investigations as is warranted in the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take the appropriate disciplinary and corrective action.

Article IX AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote at any General Membership meeting and will become effective after thirty (30) days from approval. Notice in writing shall be posted at Browns Valley School and an electronic copy of the Bylaws shall be posted on the BVFC website.

Article X TERMS OF OFFICE

The Term of Office for a member of the Board of BVFC shall begin on July 1st and end June 30th.

Article XI PARLIAMENTARY AUTHORITY

“Roberts Rules of Order Newly Revised” shall govern BVFC in all cases in which they are applicable and not in conflict with these By-Laws.

Article XII SAVINGS CLAUSE

Should any provision of these By-Laws be declared invalid or inoperative by any competent authority of the Federal or State Government, the Board shall have the authority to suspend the operation of that provision only.

Article XIII
ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee shall individually or collectively consent in writing, by email, or by verified electronic response to such action. Verification of electronic responses shall consist of a virtual meeting, telephone call, or other method of confirmation. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

CERTIFICATION OF SECRETARY

The undersigned, recording secretary of Browns Valley Family Club, a California corporation, hereby certifies that the foregoing Bylaws are the true and correct, duly adopted By-Laws of the corporation, that such Bylaws were first adopted on _____, and that such Bylaws include all amendments, if any, to the date of this certificate.

Recording Secretary: 

DATED: 7/11/22