

**Gale Ranch Middle School Education Fund**  
**An Affiliate of the San Ramon Valley Education Foundation**

**Bylaws**

**Mission Statement**

Gale Ranch Middle School Education Fund, an affiliate of the San Ramon Valley Education Foundation, is a non-profit organization dedicated to raising funds to help maintain and enhance the quality of education at Gale Ranch Middle 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, an affiliate of the San Ramon Valley Education Foundation, shall be "Gale Ranch Middle School Education Fund", hereinafter referred to as the "Fund".

Section 2. Principle Office. The principle office of the fund shall be located at Gale Ranch Middle School, 6400 Main Branch Rd, San Ramon, CA 94582.

**Article II**  
**Purpose**

The purpose of the Fund shall be to operate for the enhancement of education at Gale Ranch Middle School through collection and distribution of its funds. To carry out its purpose, the Fund shall:

- A. Provide a continuing organization, outside the public school itself, which will work to fund educational opportunities, primarily funding class sections to assist with class size reduction at Gale Ranch Middle School.
- B. Work in conjunction with the school Site Council, and interested staff and parents to determine the most effective use of funds.
- C. Accept donations, solicit and raise money for the foregoing purposes. The Fund will provide interested persons or businesses with an opportunity to make tax deductible bequests, memorial contributions and other gifts.

**Article III**  
**Organization and Status**

The Fund is an affiliate of, and will operate under the organization of the San Ramon Valley Education Foundation (the "Foundation"). It shall comply with the requirements of the Foundation for operation as an affiliate and shall operate in compliance with the Foundation's Bylaws, Public Policies, Memorandum of Understanding, and Fundraising and Financial Reporting requirements.

**Article IV**  
**Membership and Voting Privileges**

Section 1. Membership. The members of the Fund shall be any person who contributes any sum to the Fund, and is a parent or guardian of a student enrolled at Gale Ranch Middle School. Parents/Guardians of students who will be enrolled at Gale Ranch Middle School in the upcoming school year may become members after February 1. Unless otherwise specified, parents/guardians making contributions after April 15 will be considered members for the upcoming fiscal year. Membership must be renewed each fiscal year.

Section 2. Voting privileges. Member's voting privileges will be limited to:

- Electing the Board of Directors at the annual meeting
- Voting on any proposal which the Board of Directors specifically indicates will be voted on by the general membership. Unless otherwise indicated by the Board, all matters of the Fund will be decided by vote of the Board of Directors only.

Member's votes will be limited to one vote per student per household(s). Each enrolled student in the household(s) represents one vote. A vote may be fractionalized equally among the student's parents and/or guardians.

**Article V**  
**Board of Directors**

Section 1. Number and makeup. The Board of Directors shall manage the affairs of the Fund. The number of Directors shall be no less than seven (7) and no more than fifteen (15), including one non-voting member of the San Ramon Valley Education Foundation. The Board of Directors must also include the school's Principal, a school staff member (selected by the Principal), a Site Council representative (appointed by the Site Council), and a PTA representative (appointed by the PTA). The Board of Directors may also include one community member (not a parent/guardian of an enrolled student). The Principal, Staff member, Site Council representative, PTA representative, and the community member will be voting members of the Board, regardless of their status as members of the Fund. All other Directors must be members of the Fund. The final composition of the Board requires that a majority of seats be held by members of the Fund. There shall be no more than one Director from a single household.

Section 2. Election. Directors (other than the Principal, Site Council Representative, PTA Representative, staff member, and Foundation representative) will be elected at each annual meeting. All persons must receive at least five votes in order to be on the Board. Those persons receiving the highest number of votes shall be Directors for the ensuing term. All members of the Fund attending the annual meeting are eligible to vote for the Directors. Each member of the Fund may cast one vote each for no more than the number of vacancies being filled. Refer to Article IV, Section 2 regarding voting privileges.

Section 3. Term of Office. Each Director shall hold office for two (2) years. Directors may be re-elected. Directors may not serve more than three (3) consecutive terms. All directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability or removal.

Election of Directors shall be staggered so that approximately one-half of the Directors are elected in even-numbered years and the remaining are elected in odd-numbered years. The Nominations Committee shall select a slate of candidates based on qualifications and present those candidates for election. Candidates for the Board shall be nominated only with the consent of the nominee.

Section 4. Vacancy. Any vacancy or unfilled position on the Board of Directors shall be filled for the unexpired term by appointment. The President of the Fund shall be responsible for recommending the appointee who must be ratified by a majority of the Board of Directors.

Section 5. 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 6. Compensation. Directors shall not receive any salary or compensation for their services.

Section 7. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Fund, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fund and such authority may be general or confined to specific instances.

Section 8. Advisory Boards. The Board of Directors shall have discretion to appoint one or more advisory boards to assist in carrying out the purposes of the Fund.

Section 9. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the Foundation, as stipulated in the Foundation's Memorandum of Understanding.

Section 10. 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 will 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.

Section 11. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

#### **Article VI Meetings**

Section 1. Annual Meeting. The annual meeting of the Fund shall be held at Gale Ranch Middle School during the month of March. Notice of the annual meeting shall be published no less than ten (10) days before the meeting.

Section 2. Advisory Meeting. A meeting shall be held between September 15 and October 30 of each year, at which the Board of Directors will present the already approved budget for the current fiscal year, and will ask for an advisory vote by all members present at the meeting as to whether or not they support the current budget. The Board will take the outcome of the vote into consideration. Notice of the advisory meeting shall be published no less than ten (10) days before the meeting.

Section 3. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least three (3) 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 members of the Fund may speak, unless permission to speak is specifically granted by the President. Members will request time on the agenda by asking the President at least 48 hours prior to the meeting. No member may speak for more than 15 minutes, unless more time has been specifically granted by a majority vote of the Directors.

Section 4. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to the meeting.

Section 5. Quorum. A majority of the 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 6. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if  $\frac{3}{4}$  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 results 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 VII Officers

Section 1. Officers. The officers of the Fund shall be a President, Vice-President, Secretary, Treasurer, and Financial Secretary. 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 and Foundation representative shall not hold office.

Section 2. Election and Transition. The officers of the Fund's Board of Directors shall be elected yearly by the newly elected Board of Directors immediately following the annual meeting. The outgoing Treasurer will maintain the books of the Fund until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the new board unless he/she is also a member of the new board.

Section 3. Term of Office. Each Officer shall hold the office for one year or until his/her successor shall have been duly elected and qualified. An Officer shall not hold the same position for more than three consecutive terms.

Section 4. Removal. An Officer of the Board may be removed when:

- a) An officer fails to attend two (2) consecutive meetings without adequate excuse; and/or
- b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- c) An officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 5. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by the Board.

### Section 6. Elected Officer Roles

A. President. The President shall be the chief executive officer of the Fund. The President shall preside over all meetings and the annual meeting of the Fund, shall, in general, supervise and control all of the business and affairs of the Fund, and shall be responsible for reporting to the Foundation, as required, on the activities and operation of the Fund. He/She shall be an ex-officio member of all committees except the nomination committee.

B. Vice-President. The 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 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 the Fund, and shall be responsible for providing the Foundation with all financial and accounting data required of the Fund.

D. Secretary. The Secretary shall keep the minutes of the annual meeting and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Fund's records, and in general perform all duties incident to the office of Secretary. The secretary shall also receive copies of monthly bank statements, mailed directly from the bank, for review.

E. Financial Secretary. The Financial Secretary shall work with the treasurer to provide a check and balance system for all financial and accounting data required of the Fund.

### **Article VIII 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 the Fund. 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. All other committee members must be members of the Fund.

#### **Required Committees:**

Nominating  
Auditing

#### **Suggested Committees**

e-Scrip  
Matching Funds/Grants  
Special Fundraising  
Bylaws

Section 2. Appointment. The President, subject to the 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 IX Financial Administration**

#### **Section 1. Use of Funds:**

The GRMSEF will use funds:

- (a) to fund class sections.
- (b) to fund educational improvements based on input from the Principal and Site Council.
- (c) to pay normal administrative expenses involved in supporting the GRMSEF
- (d) to contribute to local political campaign measures. In order to support our mission of improving the quality of education for GRMS students, the GRMSEF may at times contribute to campaigns which the GRMSEF board feels are critical to maintaining and/or improving the quality of education. GRMSEF will not contribute to specific individuals running for an office; only to campaign measures directly impacting the San Ramon Valley Unified School District and the educational programs/facilities offered within. The GRMSEF will contribute no more than \$999 in a calendar year to a specific campaign measure, and no more than the lesser of 5% of the annual budget or \$2000 in total to all campaigns in a fiscal year. Meeting notification to the membership prior to a vote on such spending is required. (e) in a manner that does not conflict with the Foundation's Bylaws, Public Policies, or Memorandum of Understanding

Section 2. Books and Record. The Fund shall keep correct and complete books and records of account 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 the Fund may be inspected by any member, or his agent or attorney, authorized representative of the school's Site Council or the Foundation, 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 Foundation, as required by the Foundation.

Section 4. Notes of Indebtedness. All checks or drafts issued in the name of the Fund will require two signatures. Any two of the following are authorized to sign checks: President, Treasurer, or Vice-President.

Section 5. Auditing. An auditor, appointed by the President, shall audit the books and financial records of the Fund semiannually. The auditor may be any individual the President chooses, but cannot be a current Officer of the Fund.

The appointed auditor must be approved by the Board. Results of the mid-year and final audit shall be made available to the Board of Directors and the Foundation in March and September.

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 X Dissolution**

Upon dissolution or final liquidation of the Fund, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the Fund, distributed to the school's Site Council.

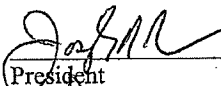
#### **Article XI Parliamentary Authority**

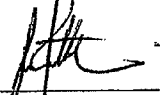
The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the Fund in all cases in which they are applicable and in which they are not in conflict with these Bylaws and those of the Foundation.

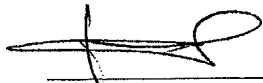
**ARTICLE XII**  
**Amendment to Bylaws**


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 latter of the date of adoption of these bylaws or the date of agreement by the Foundation.

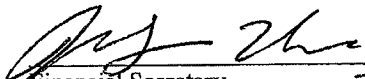
Adopted on March 19, 2008 by the Gale Ranch Middle School's Fund's Board of Directors.

  
\_\_\_\_\_  
President Joseph R. Snyder

  
\_\_\_\_\_  
Wice-President MOHAMMAD FATTAH

  
\_\_\_\_\_  
Secretary RICHARD POWER

  
\_\_\_\_\_  
Treasurer VARINDER KUMAR

  
\_\_\_\_\_  
Financial Secretary Jennifer Zhao

Agreed to on \_\_\_\_\_ by \_\_\_\_\_, representing the San Ramon Valley Education Foundation.

\_\_\_\_\_  
Title