

# BYLAWS

*of the*

## UNIDOS Y ADELANTE A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION THE PARENT TEACHER ORGANIZATION OF ADELANTE SELBY SPANISH IMMERSION SCHOOL

NOVEMBER 2, 2020

### ARTICLE I.

#### NAME and ADDRESS.

- A. NAME** The name of the organization shall be Unidos Y Adelante (“**Unidos Y Adelante**” or the “**Organization**”).
- B. ADDRESS** The principal office and address of the Organization for the transaction of its business is located at Unidos, c/o Adelante Selby Spanish Immersion School, 170 Selby Lane, Atherton California 94027 in San Mateo County, California.

### ARTICLE II.

#### PURPOSE.

- A.** The purposes of the Organization shall be (1) to promote and support the education and welfare of the students at Adelante Selby Spanish Immersion School (“**Adelante Selby School**”); (2) to facilitate communication and encourage cooperation among Adelante Selby School families, teachers, administrators, the Redwood City School District Board and the community; (3) to promote and support Adelante Selby School activities and programs; and (4) to advocate for laws that promote the education and welfare of Adelante Selby School students.
- B.** The Organization is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“**Internal Revenue Code**” or “**IRC**”) or corresponding Section of any future Federal tax code.

**ARTICLE III.  
POLICIES.**

- A.** The Organization shall be non-commercial, non-sectarian, and non-partisan.
- B.** Neither the name of the Organization nor the names of any Officers (defined below) in their official capacities shall be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Organization.
- C.** The Organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, candidates for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- D.** The Organization shall work with the Redwood City School District and the community to support the education and welfare of all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the School Board.
- E.** The Organization shall collaborate with the Redwood City Education Foundation (“**RCEF**”) to further the initiatives of the Redwood City School District, including supporting the RCEF’s efforts to raise funds for the school district, and will use its best efforts to plan the Organization’s fundraising and communication activities so as to not conflict with district fundraising and communication activities conducted by RCEF.
- F.** The Organization may cooperate with other organizations and agencies in the fulfillment of its purpose, but persons representing the Organization in such matters shall make no commitments that bind the Organization without Executive Board approval.
- G.** No part of the net earnings of the Organization shall benefit or be paid to its directors, officers or other private persons, except that the Organization shall pay reasonable compensation for services rendered and make payments and distributions to further the purposes in Article II.
- H.** Notwithstanding any other provision of these Bylaws, the Organization shall not engage in any activities prohibited (i) under Section 501(c) (3) of the IRC which exempts certain non profit organizations from federal income tax or (ii) under IRC Section 170(c) (2) which allows deductible contributions to organizations.

I. Upon the dissolution of the Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed to one or more non profit funds, foundations, or organizations which have established their tax-exempt status under IRC Section 501(c) (3) and which serve or promote the welfare of children.

#### **ARTICLE IV. OFFICERS**

**A.(1) Positions.** The Organization shall have nine (9) Officers:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. School Fundraising Officer
6. Community Fundraising Officer
7. Social Events Officer
8. Communications Officer
9. Volunteer Coordinator

The Executive Board will include these 9 Officers and the Staff Liaison and the Principal or Vice Principal for a total of 11 voting members. The Principal shall only vote to break a tie vote. The unanimous written consent of the Board shall include the consents of the nine Officers and the Staff Liaison, but not the consent of the Principal. The Principal shall count as one member for purposes of a quorum, whether or not the Principal casts a vote. See Article VI, Executive Board.

Where two persons are elected to fill the same position, both of the persons shall be counted as one person for purposes of a quorum and given one vote.

At a meeting, if both co-officers appear, they must agree on their one vote for it to be counted. If a consent or vote is done by writing or by email, the co-officers must agree on their one consent or vote. If one co-officer fails to consent or vote within two (2) weeks after receiving notice of a written consent or vote, then the consent or vote of the other co-officer shall be considered as the one consent or vote submitted. If the co-officers fail to agree on their one written consent, then there is no written consent. If the co-officers fail to agree on their one vote, the one vote does not count and is considered an abstaining vote. Their presence at a meeting still counts as one person towards the quorum even if their vote is an abstaining vote.

If only one co-officer appears at a properly noticed or regular meeting then that appearing co-officer shall count as one person for purposes of a quorum and can vote the one vote.

The same person may be elected up to a maximum of two (2) different positions and have a maximum of one consent or one vote as the case may be and count as one person for purposes of a quorum. However, the positions of President, Vice President, Treasurer and Secretary must all be filled by different persons.

**A. (2) Restrictions on Interested Directors**

- 1) The President, Vice President, Treasurer, and the auditor used by the Organization during any year shall not be related by blood or marriage or reside in the same household.
- 2) Not more than forty-nine (49) percent of the persons serving as Officers may be "Interested Persons" defined as (a) any person currently being compensated by the Organization for services rendered it within the previous twelve (12) months; or (b) any relative by blood or marriage or residing in the same household of the person defined under this Section A(2)(ii)(a).

**A. (3) Compensation.** Officers shall serve without compensation except that they shall be allowed reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws.

**B.(1) President.** The President shall be the principal executive officer of the Organization and, subject to the control of the Executive Board, shall in general supervise and control all of the activities of the Organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board.

The President shall represent the Organization as a member of the Redwood City School District Parent Teacher Organization Council. The President shall select and appoint the chairpersons and members of all Standing and Special Committees, subject to the ratification of the Executive Board. The President shall perform such other duties as may be prescribed in these Bylaws or assigned by the Organization.

**B. (2) President's Specific Duties.** They include:

- 1) Calling Special Meetings as stated in Article VI. Executive Board, Section C, Meetings.
- 2) Preparing agendas for all Executive Board Meetings
- 3) Signing checks and notes as specified under Article VIII. Finances, Section E. Checks and Commercial Paper.

**C. (1) Vice-President.** The Vice-President shall perform the duties of the President in the absence of the President, or in the event of the President's inability or refusal to act and when so acting, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of

Incorporation, or by these Bylaws, or as may be prescribed by the Executive Board.

**C. (2) Vice President Specific Duties.** They include:

- 1) To serve as assistant to the President.
- 2) To preside at all meetings in the absence of the President.
- 3) To oversee all committee chairpersons.
- 4) To manage and keep a record of committee responsibilities.
- 5) To report to the Board about Adelante Selby School Site Council either by serving as a member of School Site Council; or attending Site Council meetings; or requesting that any Officer, or Staff Liaison or Principal attend the Site Council meetings and report directly to the Board at its regular meeting.
- 6) To be automatically nominated as the President for the following year and to serve as President pending the Board's vote and the Vice President's acceptance.
- 7) Writing and presenting to the Board an end-of-the-year report about Unidos' fundraising and community activities and working with the Principal and the Communications Director to distribute this report to the Adelante Selby community.

**D. Secretary.** The Secretary shall:

- 1) Keep the minutes of the proceedings of the Executive Board, including an attendance roster of all Executive Board meetings and a list of all Executive Board members including contact information;
- 2) Keep current copies of all documents and records of the Organization and make sure that copies of such are available at the Adelante Selby School office and/or posted on the Adelante Selby School website;
- 3) See that all notices are duly given in accordance with these Bylaws;
- 4) Keep the official history of the Organization, including a copy of the Articles of Incorporation and the Bylaws and collecting the publications of the Organization for its permanent records;
- 5) Keep an annual record of all of the activities of the Organization;
- 6) Conduct all necessary correspondence of the Organization upon authorization of the President, Executive Board or the Organization;
- 7) Show at all reasonable times to any Officer or any parent or guardian of a currently enrolled Adelante Selby School student, or Adelante Selby School staff member, on request by them, the Articles of Incorporation, these Bylaws, and the minutes of the meetings of the Officers of the Organization; and
- 8) Perform, in general, all duties related to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

**E. Treasurer.** The Treasurer shall:

- 1) Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Executive Board;

- 2) Disburse funds as authorized by the President or Executive Board in accordance with the budget adopted by the Board including securing officer signatures as authorized in these Bylaws. The Treasurer's signature or approval is one of the two (2) required for checks or notes of amounts of \$2,500 or greater as stated under Article VIII. Finances, Section E Checks and Commercial Paper.
- 3) Co-chair the Budget Committee and prepare the budget for adoption by the Board;
- 4) Present a written financial report at each Executive Board Meeting and at other times as requested by the Executive Board;
- 5) Be responsible for filing all tax returns and other forms required by government agencies in order to be in compliance with the appropriate laws, including IRC laws and to maintain the Organization's IRC 501(c)(3) non profit status;
- 6) Review annually the Organization's insurance needs and maintain adequate coverage as determined by the Executive Board.
- 7) Show at all reasonable times the accounting books and financial records and statements to any Officer or any parent or guardian of a currently enrolled Adelante Selby School student, or Adelante Selby School staff member, or any financial Auditor whose services are render to the Organization, upon his/her request;
- 8) Prepare, or cause to be prepared, the financial statements to be included in any required reports; and
- 9) Perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Executive Board.

**F. School Fundraising Officer.** The School Fundraising Officer shall:

- 1) Coordinate all school-based fundraising efforts; and
- 2) Work with the Principal, the Volunteer Coordinator and the Community Fundraising Officer on Adelante Selby fundraising efforts and report on a regular basis such efforts to the Executive Board.

**G. Community Fundraising Officer.** The Community Fundraising Officer shall:

- 1) Serve as the primary liaison between the Organization and local businesses and community resources and coordinate all fundraising efforts involving such; and
- 2) Work with the Principal, the School Fundraising Officer, the Social Events Chair, and the Volunteer Coordinator to organize community outreach events with local merchants at the approval of the Executive Board and report on a regular basis on such efforts to the Executive Board.

**H. Social Events Officer.** The Social Events Officer shall:

- 1) Coordinate all social, non-fundraising functions of the Organization;

- 2) Work with the Community Fundraising Officer regarding possible sources of corporate and/or nonprofit donations and/or grants to fund Adelante Selby School and Unidos social events; and
- 3) Work with the Principal and the Volunteer Coordinator on social non-fundraising events and report on a regular basis on such efforts to the Executive Board.

**I. Communications Officer.** The Communications Officer shall:

- 1) Oversee written and electronic communications of the Organization to the Board, the Adelante Selby School families and staff, and other schools of the Redwood City District and the Redwood City School District office to ensure the consistency and timeliness of messages, including the maintenance of the Adelante Selby School Website;
- 2) Coordinate and produce the yearly Directory of Adelante Selby School students, families and staff; and
- 3) Maintain an electronic mailing list of Adelante Selby families that choose to participate that sends out the weekly newsletter and other information.

**J. Volunteer Coordinator.** The Volunteer Coordinator shall:

- 1) Prepare and distribute forms to sign up volunteers for the Organization's events;
- 2) Maintain records of volunteers that have helped at events;
- 3) Work with the Principal, any other Officers, and any other volunteers that are heading or coordinating Unidos events to enlist the necessary volunteers to staff an event or program of the Organization; and
- 4) Find and implement ways to encourage more volunteer help from Adelante Selby School families.

**ARTICLE V.  
ELECTIONS.**

**A. Procedure.**

Any parent or guardian of a currently enrolled Adelante Selby School student may serve as an Officer.

Officers shall be elected by the majority of all the members of the Executive Board. The election shall take place at a regularly scheduled meeting. If the election is non-contested it may be by voice vote.

Any contested election shall be by written ballot. Officers not present at an election meeting may cast their vote by proxy in written form with the Officer's signature, by that day's meeting. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.

**B. Term of Office.** The term of each Officer shall be one year, beginning on July 1<sup>st</sup> and ending on June 30<sup>th</sup> of each fiscal year. The Officers shall be elected annually, with the exception of the President, which position shall be automatically filled by the duly elected Vice-President from the preceding year, subject to approval by the majority of all Executive Board Members

**C. Removal and Resignation.** When an Officer fails to attend three (3) consecutive meetings, or five (5) meetings total during the course of a year, without adequate excuse, or when an Officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws or standing rules, or engages in conduct which the Executive Board determines to be injurious to the Organization or its purposes, the Executive Board may by a two-thirds (2/3) affirmative vote of the Officers except for the Officer in question, take action as it determines appropriate, which may include: (1) asking for the resignation of the Officer; and/or (2) removal of the Officer from office.

An Officer may resign at any time by giving written or email notice to the Board or to the President or Secretary of the Organization. Any such resignation shall take effect at the date of receipt or at any later date stated in the writing or email. Acceptance of such resignation shall not be necessary to make it effective.

**D. Vacancies.** Any vacancy in office because of death, resignation or inability to serve shall be appointed by the Executive Board for the unexpired portion of the term. However, should a vacancy occur in the office of the President, the Vice President shall immediately assume the office. Vacancies occurring in non-voting offices appointed at the discretion of the Executive Board may or may not be filled as the Board shall determine.

## **ARTICLE VI. EXECUTIVE BOARD**

**A. General Powers.** The affairs, activities and operation of the Organization shall be managed by the Executive Board.

**B. Membership of the Executive Board.** The voting membership of the Executive Board shall consist of the nine (9) Officers of the Organization, a representative elected by the faculty of the school (the “**Staff Liaison**”) and the principal of the school, or a representative of the principal for a total of eleven (11) voting members of the Executive Board. The Principal shall only vote to break a tie vote. The unanimous written consent of the Board shall include the consents of the nine Officers and the Staff Liaison, but not the consent of the Principal. The Principal shall count as one member for purposes of a quorum, whether or not the Principal casts a vote.

**C. Meetings.** Regular monthly meetings of the Executive Board shall be held during the school year, the dates and times to be established at the first meeting of the year. The Regular monthly meetings may be held without notice. The last hour of

these Regular monthly meetings shall be open to the Adelante Selby School community which includes the families and staff of Adelante Selby School.

Special meetings may be called by the President or by a majority of the Executive Board. Adequate notice of Special meetings or any changes in place, dates or times of Regular meetings shall be given to all members of the Executive Board and, in the absence of an emergency, at least five (5) days in advance. Notice of meetings should be in writing or email.

**D. Quorum.** A majority of the regular voting members of the Executive Board shall constitute a quorum for the transaction of business. The Principal, who only votes to break a tie vote, shall also count towards the quorum regardless of whether the Principal's vote needs to be cast. Co-officers shall count as one person for purposes of a quorum unless only one co-officer appears at a properly noticed or a regular meeting. A person holding 2 offices shall only count as one person for purposes of a quorum. See Article IV. Officers, A(1).

**E. Voting.** The act of the majority of the members of the Executive Board present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Board.

**F. Action Without Meeting.** Any action required or permitted by the Executive Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing, including by email, to such action. Written and email consents shall be filed with the minutes of the proceedings of the Executive Board. Action by written consent shall have the same force and effect as a unanimous vote of the Executive Board at a duly authorized meeting.

**G. Conduct of Meeting.** The President shall preside over meetings of the Executive Board and in his/her absence, the Vice President shall preside. Robert's Rules of Order shall govern the meetings if such rules are not in conflict or inconsistent with these Bylaws or with the Articles of Incorporation of the Organization. In such cases, the Bylaws and the Articles of the Organization take precedent over Robert's Rules of Order.

## **ARTICLE VII.**

### **SPECIAL COMMITTEES**

**A. Special Committees.** The President and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or on June 30<sup>th</sup>(the end of the fiscal year), whichever occurs first. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

**ARTICLE VIII.  
FINANCES**

**A. Fiscal Year.** The fiscal year of the Organization shall begin July 1<sup>st</sup> and end June 30<sup>th</sup> of each year.

**B. Budget.** At the last Regular monthly meeting of the year, the Executive Board shall approve a budget of anticipated revenue and expenses for the next fiscal year. This budget shall be used to guide the activities of the Executive Board during the next year.

**C. Obligations.** The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Organization. The Officers shall not have the authority, however, to enter into such agreements on behalf of Adelante Selby School or the Redwood City School District, nor should they hold themselves out as having such authority.

**D. Loans.** No loans shall be made by the Organization to its Officers or to members of the Adelante Selby School community, including families, staff members and students.

**E. Checks and Commercial Paper.** Checks, drafts, or other orders for the payment of money on behalf of the Organization in excess of \$2,500 shall be signed or approved by at least two of the following officers of the Organization: the Treasurer, the President or the Vice-President, or by any other person as authorized in writing by the Executive Board. The signature of the other Officer may be on the memo line of the check.

**F. Deposits and Disbursements.** The Treasurer shall deposit all funds of the Organization to the credit of the Organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the Executive Board. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from the receipt of the funds and/or orders of payment.

**G. Financial Report.** The Treasurer shall present a financial report at each Executive Board meeting and shall prepare a final report at the close of the year.

**H. Inspection Rights of Adelante Selby School Members including Executive Board Members.** The Secretary of the Organization shall maintain the records of the Organization as stated under the above Section D of Article IV. The parents or guardians of currently enrolled Adelante Selby School students and Adelante Selby School staff members of Adelante Selby School, including Executive Board Members, have the right to inspect at any reasonable time and

upon reasonable notice, the records of the Organization for a purpose reasonably related to such person's interests as a parent or guardian of a currently enrolled Adelante Selby student or as an Adelante Selby School staff member. This right of inspection includes the right to copy the records.

#### **ARTICLE IX.**

**DISSOLUTION.** The Organization may be dissolved and remaining assets redistributed with previous notice of at least thirty (30) calendar days and at least a two-thirds (2/3<sup>rd</sup>) vote of the Executive Board present at any Regular or Special Meeting. Upon the dissolution of the Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes which serve or promote the welfare of children and which has established its tax exempt status under IRC Section 501(c)(3).

#### **ARTICLE X.**

**AUTHORITY.** If any part of these Bylaws shall conflict with the decisions, policies or procedures adopted by the Redwood City School Board, they shall be deemed null and void and the decision of the School Board shall, in all cases, control.

#### **ARTICLE XI.**

**AMENDMENTS.** Any Officer may propose an amendment or modification to these Bylaws to the Executive Board by forwarding such amendment in writing to the Secretary. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Officers at any Regular or Special Meeting.

These Bylaws were adopted by the Executive Board on November 2, 2020 and by a majority vote during a meeting properly called on November 2, 2020 and shall take effect immediately.

Jen Cook

Unidos  
Parent Teacher Organization Secretary

Michelle Smith

Unidos  
Parent Teacher Organization President