



SANTA ROSA FRENCH-AMERICAN
CHARTER SCHOOL FOUNDATION
BYLAWS

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION



ARTICLE I. NAME OF ORGANIZATION

The name of the Corporation is the Santa Rosa French-American Charter School Foundation (SRFACS Foundation). The corporation is also referred to as the SRFACS Parent Association Foundation (PAF).

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This Corporation is organized exclusively for charitable and educational purposes and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California under section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purpose

The specific purpose of the Corporation shall include, without limitation, the establishment of an organization to provide services to the Santa Rosa French-American Charter School community in collaboration with the school's leadership. The specific objectives and purpose of this organization shall be:

- a. to raise funds solely for the purposes of supporting school goals and programs;
- b. to conduct activities which foster community spirit, involvement and awareness;
- c. to sponsor, host and/or participate in events and activities that promote the vision and mission of the Santa Rosa French-American Charter School.

ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist solely of the members of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of an odd number with no less than five (5) nor more than fifteen (15) including the following officers: President, Vice-President, Secretary, and Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting.

No two members of the Board of Directors related by blood or marriage/domestic partnership may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be:

- A current parent/guardian of a student attending SRFACS,
- A current teacher, staff member, or administrator of SRFACS (who may also be a parent/guardian of a current student), or
- A community member with an interest in the mission and purpose of SRFACS.

Newly elected members of the Board of Directors shall serve initial two-year terms, unless they have been elected to fulfill the remainder of a previous board member's partial term. To the extent possible, board members' terms shall be staggered so that at the time of each annual meeting the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire. There is no limitation on the number of terms that are served.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of June of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than one (1) week prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting date.

Section 5. Notice

Except when the time and place of a regular or special meeting is set by the Board by resolution in advance, notice of the time and place of any meeting shall be communicated to each Director via telephone, email, or other means of electronic communication.

Section 6. Quorum

The presence, in person or virtually by means of an electronic video platform, of a majority of the members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant and the Board of Directors may proceed to fill the vacancy.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

In alignment with Article VIII, Section 5 of these bylaws, members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

Section 11. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for

attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein.

Section 12. Parliamentary Procedure

Parliamentary procedure at meetings shall follow simplified Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least one (1) week in advance of the proposed action.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the Board. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board and the Executive Committee.
- b. He/She shall have general and active management of the business of the Board.
- c. He/She shall regularly collaborate with the administration of SRFACS to ensure alignment of goals and priorities.
- d. He/She shall see that all orders and resolutions of the Board are carried out.
- e. He/She shall have general direction of all other officers of the corporation and see that their duties are properly performed.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents shall have other such duties as may, from time to time, be determined by the Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and will act as clerk. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a shared electronic format accessible by all Board members. He/She in concert with the President shall make the arrangements for all meetings of the Board.
- b. He/She shall send notices of all meetings to the members of the Board.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. He/She shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of all accounts, assets, and transactions of the Corporation.
- b. He/She shall present a complete and accurate report of the finances annually and shall present progress updates at each regular meeting.
- c. He/She shall ensure the annual budget is ready for approval by the Board during the first month of each fiscal year (July). The budget may be revised from time to time as determined by the Board.
- d. He/She shall ensure all financial records are available for review by members of the Board and general public as needed.
- e. He/She shall keep and maintain the check book of the Corporation and shall disburse funds for expenses as approved by the Board.
- f. He/She shall be responsible to deposit all checks and cash donated to the Corporation.
- g. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

Section 5. Election of Officers

Members of the Board shall submit at the meeting prior to the annual meeting the names of those persons being nominated for the respective offices of the Board. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Section 6. Vacancies

The Board shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least one (1) week prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, events, public relations, finance, volunteer efforts, etc. The President appoints all committee chairs.

Section 2. Executive Committee

The four officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws or to revise the approved annual budget, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The fiscal year shall commence in July and run through June. The treasurer and Finance Committee are responsible for the following:

- a. Financial progress reports shall be presented to the Board at each regular meeting.
- b. An annual report shall be presented to the Board following the closing of the books for the fiscal year.
- c. Annual tax filings shall be presented to the Board for approval in timely fashion following the closure of the books for the fiscal year.
- d. The financial records of the organization are public information and shall be made available to the board members and the public.

ARTICLE VIII. – Conflict of Interest and Compensation

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 Corporation 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:
 - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

- a. Duty to Disclose. In connection 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 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 shall 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 if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2. 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.
 - 3. After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.
 - 4. 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 Corporation'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 Conflicts of Interest Policy

1. 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines 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. In general, no member of the Board or member of a committee shall receive personal compensation for any services rendered for the business of the Corporation.
- b. A member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of California, the Corporation shall indemnify any director, officer, or agent, or former director, officer, or agent, or any person who

may have served at the Corporation's request (each of the foregoing directors, officers, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director, officer, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, inclusive of financial reports as appropriate, in electronic format which shall be accessible by the Board and made available to the general public.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended or revised in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least one (1) week in advance of such a meeting. All amendments of the Articles shall require the affirmative vote of a majority of directors then in office.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 8 day of April, 2021.



Brittany Westerman, President – Santa Rosa French-American Charter School Foundation



Kim Petty, Secretary – Santa Rosa French-American Charter School Foundation