BYLAWS of the
Carmel Padre Parents Club

Updated February 2022

ARTICLE I Name

1. The legal name of the organization shall be Carmel Padre Parents Club.
2. The organization is also informally referenced as Padre Parents.

ARTICLE II Purpose

1. The purpose of Padre Parents is to support the education of students at Carmel High School.
2. **Non-discrimination policy.** Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, Padre Parents operates without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE III Members

1. Any parent, guardian, or other adult standing in loco parentis for a student at Carmel High School is a member.
2. All members are eligible to vote and to hold office.

ARTICLE IV Meetings

1. **General Meetings.** The general meetings of the organization shall be on the first Thursday of each month during the school year at 8:00 am, or at a time and place determined by the executive board at least one month before the meeting. The president will ensure that members are notified of the meetings electronically at least two days before each meeting.
2. **Special General Meetings.** Special general meetings may be called by the president, any two members of the executive board, or five general members submitting an email request to the secretary. Previous notice of the special general meeting shall be sent to the members electronically at least 10 days prior to the meeting.
3. **Executive Board Meetings.** Regular meetings shall be held monthly during the school year, at a time to be determined by the board. Special executive board meetings may be called by any two executive board members with 24-hour prior notice.
4. **Quorum**
    a. Half the number of executive board members plus one constitutes an executive board meeting quorum.
    b. The quorum shall be 10 members at general meetings and special general meetings.

ARTICLE V Executive Board

1. **Membership.** The executive board shall consist of the officers and the chair of the Activities and Events Committee. Officers are defined in Article VII Section 1, and the chair of the Activities and Events Committee is defined in Article VI.
2. **Duties**. The duties of the executive board shall be to transact business between meetings in preparation for the general meeting, plan the fiscal year calendar and fundraising activities, create standing rules and policies, create standing and temporary committees, organize upcoming events, prepare, monitor and submit a budget to the membership, approve routine expenditures, and prepare reports and recommendations to the membership.

3. **Voting.** Whenever possible, voting should occur during in-person or web conference meetings where executive board members may confer before making decisions. However, some routine matters may be decided via electronic balloting.
4. **Attendance.** Executive board members may be excused from attendance upon notification to the president prior to the scheduled meeting. Board members may be terminated from the board due to excess absences or more than two unexcused absences from executive board meetings in a year using the process defined in Article VII Section 8.

ARTICLE VI Committees

1. **Membership.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees.
2. **Standing Committees.** The following standing committees will be held by the organization: Sober Graduation, Activities and Events, Communications, and Nominating. The chairs of the Sober Graduation, Activities and Events, and Communications committees will be nominated by the nominating committee and approved by the Padre Parents officers. The standing committee chairs may establish subcommittees to help with specific duties and shall recruit additional committee members and coordinators as needed.
3. **Nominating Committee.** The Nominating Committee shall consist of the secretary, the chair of the communications committee and the vice president as chairperson. The committee will seek nominations for all officers and prepare a slate to be presented to the Executive Board for ratification prior to being presented to the membership at a general meeting. The committee will also seek individuals to fill coordinator and committee chair positions.

ARTICLE VII Officers and Elections

1. **Officers.** The officers shall be a president, vice president, secretary, and treasurer.
    a. **President.** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, and coordinate the work of all the officers and committees so that the purpose of the organization is served.
    b. **Vice President.** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president will also take on any other duties as assigned by the president or executive board.
    c. **Secretary.** The secretary shall keep all non-financial records of the organization and take and record minutes of general and executive board meetings. The secretary also archives the meeting minutes and bylaws (electronic or hard copy) and brings them to meetings for reference. They also ensure that meeting minutes appear on the school's website.
    d. **Treasurer.** The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and shall pay out funds in accordance with the budget or with approval of the executive board where required. The treasurer shall also ensure timely filing of regulatory disclosures and tax returns. They present a financial statement at every meeting of the executive board and at general meetings when requested by the executive board.
2. **Nominations and Elections.** Elections will be held at the last meeting of the school year or when the president role is vacant. The nominating committee shall select a candidate or candidates for each office and present the candidate or slate of candidates at a general meeting held one month prior to the election. At that meeting, nominations may also be made from the floor.

Voting shall be by voice vote if the election is uncontested. If more than one person is running for an office, a ballot vote shall be taken.

3. **Eligibility.** Members are eligible for office if they will be Members of Padre Parents as defined in Article III during the future term up for election.
4. **Terms of Office.** Officers are elected for each fiscal year and may serve no more than four (4) consecutive terms in the same office. Each person elected shall hold only one office at a time. The executive board should encourage a healthy rotation of officers. The new terms will begin at the start of the next fiscal year, or immediately in the case of a vacant office, and will run through the conclusion of each fiscal year.
5. **California Secretary of State**. Any changes in the office of president, secretary or treasurer must be reported promptly to the California Secretary of State on a Corporation Statement of Information filed via bizfile.sos.ca.gov.
6. **Resignations.** Resignations from office must be in writing and received by the president or secretary.
7. **Vacancies.** If there is a vacancy in the office of president, the vice president will become the interim president until such time as an election for president can be held. Vacancies that occur during the year for any office other than president may be filled by appointment of the executive board.
8. **Removal from Office.** Officers can be removed from office with or without cause by a two-thirds vote of those present at a general meeting where previous notice has been given and a quorum is present.
9. **Continuity.** The president shall set a meeting of the old and new Executive Board and committee chairs at the conclusion of each school year to acquaint new officers with their responsibilities and develop a tentative calendar of events for the following school year.

ARTICLE VII Use of Funds and Budgeting

1. **Use of Funds**. All funds of this organization shall be spent only for purposes that clearly benefit the students, faculty and staff at Carmel High School. The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall be used to benefit any officer of the organization.
2. **Budget.** A budget proposal shall be drafted by the treasurer for each fiscal year and then reviewed and approved by the executive committee.
3. **Recordkeeping.** The treasurer shall keep accurate records of all disbursements, income, and bank account information. Records shall be preserved for at least five years or as required by law.
4. **Expense Governance.** The board shall approve all expenses of the organization over $500.00. The treasurer shall have authority to issue checks for expense reimbursements and budgetary items that are in the ordinary course of business and below the $500 limit.
5. **Financial Reporting.** The treasurer shall prepare a financial statement at the end of the fiscal year, to be reviewed by the executive committee and used to file the organization’s annual tax returns.
6. **Dissolution.** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, donated for the benefit of the Carmel High School student body.
7. **Fiscal Year.** The fiscal year shall run from July 1 to June 31 of the following calendar year.

ARTICLE IX Parliamentary Authority

1. Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE X Political Limitations

1. No substantial part of the activities of the organization shall consist of carrying propaganda or otherwise attempting to influence legislation. The organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office or any local measures for the benefit of the district. This does not preclude such events as hosting an impartial forum for candidates for the Carmel Unified School District Board.

ARTICLE X Standing Rules

1. Standing rules may be approved by the executive board, and the secretary shall keep a record of the standing rules for future reference.

ARTICLE XI Dissolution

1. The organization may be dissolved with 14 calendar days prior notice and a two-thirds vote of those present at a general meeting.

ARTICLE XII Amendments

1. These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail or electronically.
2. These bylaws may be amended by an affirmative vote of not less than: (1) Two-thirds of the Executive Board members, provided a quorum is present; and (2) a simple majority of members present at a General Meeting.
3. Bylaws to be reviewed by the executive board annually and updated if necessary.

ARTICLE XII Conflicts of Interest

1. **Purpose.** The executive board has a responsibility 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, standing committee chair, or member of the organization. This responsibility is guided by any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **Obligation to Disclose.** Executive board members are obligated to disclose any potential conflicts of interest before entering into any related party transaction. Failure to disclose is grounds for termination.