

**BY-LAWS
OF
PANAMA-BUENA VISTA UNION SCHOOL DISTRICT
PARENT COUNCIL**

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

*Adopted: May 5, 1991
Amended: September 12, 2025*

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ARTICLE ONE OFFICES

Section 1. Principal Office

The principal office of this corporation in the State of California shall be located at the Panama-Buena Vista Union School District Office, 4200 Ashe Road, in the City of Bakersfield, 93313, County of Kern.

Section 2. Purpose

The Panama-Buena Vista Union School District Parent Council, hereinafter called Parent Council, shall be organized into Parent Clubs chapters. There shall be one (1) Parent Club for each school in the Panama-Buena Vista Union School District. The Parent Council shall be organized in accordance with these bylaws and its articles of incorporation. It shall form the central governing body for all Parent Clubs whose creation has been authorized by the Parent Council.

Each Parent Club shall establish and maintain its bylaws, which the Parent Council must approve to ensure that they are consistent with the intent, purpose, and organization of the Parent Council. Each Parent Club shall provide for its governing bodies and operations at the chapter level, except for services provided by the Parent Council.

The Parent Council shall provide accounting procedures, forms and advice, tax preparation, and centralized banking services for its Parent Clubs. At such times that the Panama-Buena Vista Union School District prepares to open a new school, the Parent Council shall arrange for the establishment of a Parent Club for that school and assist in that Parent Club's organization phase.

ARTICLE TWO

DIRECTORS

Section 1. Number

The authorized number of directors of this corporation shall consist of one president from each Parent Club, the Superintendent or designee of the School District, the immediate Past President of the council, and one (1) member-at-large selected, when needed, to keep the number of directors an odd number.

Section 2. Term of Office

The directors shall be elected at each annual meeting of directors; if any such annual meeting is not held or the directors are not elected, the directors may be elected at any special directors meeting held for that purpose.

Section 3. Powers

Except as otherwise provided in the Articles of Incorporation or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate.

Section 4. Replacement of Directors

- A. Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by the secretary or first-vice president of the parent club for whom the vacancy exists, except in the case of the member-at-large who the board will appoint. The member-at-large shall be elected to the board by a majority of the remaining directors at a regular board meeting.
- B. Any director may be removed by the parent club for which they represent in compliance with the bylaws except for the members-at-large who may be removed by compliance with the provisions of Corporations Code Sections 5222, 5223.
- C. Any person designated to fill a vacancy in the board of directors shall hold office for the unexpired term of their predecessor in office, subject to the power of removal contained herein.

Section 5. Compensation

No board of directors member shall receive any compensation from the corporation.

Section 6. Meetings

- A. Meetings shall be held at such places as the board of directors may, from time to time, by resolution designate; or, in the absence of such a designation, at the corporation's principal office.
- B. The meetings should be held on the second Friday of September, January and May. September will be the annual meeting which will include Directors and Principals; January will be directors only; May will include Directors, newly-elected Parent Club Presidents, and Principals. Notice of such meetings shall be emailed or ParentSquare(d) to each director at the address last recorded on the books of the corporation, not less than seven (7), nor more than fifteen (15) days prior to the date thereof, provided, however, that this requirement may be waived by resolution of the Board of Directors.
- C. The president may, as he deems necessary and appropriate, and the secretary shall if so requested in writing via email or ParentSquare by two (2) members of the Board of Directors, call a special meeting of the Board. In such an event, five (5) days of written (email or ParentSquare) notice to each director shall be deemed sufficient. Notice can be shortened to 48 hours if given personally or by telephone or ParentSquare other similar means of communication.
- D. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; provided, however, that if less than the majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- E. Except as may otherwise be provided in these bylaws, or in the Articles of Incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

Section 7. Action Without Meeting

No meeting needs to be held by the Board to take any action required or permitted to be taken by law, provided all board members shall individually or collectively consent in writing to such action, and such written consent is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law related to the action taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws authorized the directors to act. Such a statement shall be prima facie evidence of such authority.

Section 8. Liability of Directors

The corporation shall indemnify the Directors for any liability arising from their acts as directors.

ARTICLE THREE

OFFICERS

Section 1. Officers

The corporation's officers shall be a president, two vice presidents, a secretary, and a treasurer. The board of directors may elect or appoint other officers as it is deemed desirable; such officers would have the authority to perform the duties authorized by the board of directors. The board of directors deems there shall be (3) elected officers for a parent club to be active: president, secretary, and treasurer.

Section 2. Election and Term of Office

The officers of this corporation shall be elected annually by the Board of Directors at the September annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. The board of directors deems the parent clubs must have their officers elected for the next fiscal year by the second Tuesday in May of the current fiscal year.

Section 3. Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment, the corporation's interest would be best served. Any such removal shall be without prejudice to the contract rights of the officer so removed.

Section 4. Vacancies

A vacancy in any office, whether due to death, resignation, removal, qualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President

The president shall be the corporation's chief executive officer and shall exercise general supervision and control over the corporation's activities. They shall preside at all meetings of the board of directors. They may sign such instruments authorized by the board of directors. They shall perform all duties to the president's office and other duties prescribed by the board of directors.

Section 6a. First Vice-President

In the absence of the president or in the event of their inability or refusal to act, the first vice-president shall perform the president's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The first vice-president shall perform such additional duties as may from time to time be assigned to them by the president or by the board of directors.

Section 6b. Second Vice-President

In the absence of both the president and first vice-president, or in the event of their inability or refusal to act, the second vice-president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The second vice-president shall perform the additional duties as may from time to time be assigned to them by the president or by the board of directors.

Section 7. Treasurer

The treasurer shall be the chief financial officer and, if required by the board of directors, shall be provided with a bond by the parent council for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors may deem appropriate. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories that the board of directors shall select. They shall guarantee that all necessary documents are filed with appropriate agencies; and, in general, perform all duties as may from time to time be assigned to them by the president or by the board of directors.

Section 8. Secretary

The secretary shall keep the minutes of meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the bylaws or as required by law; be the custodian of the corporate records; keep a membership book containing the names and addresses of all directors of the corporation, and concerning any membership which has been terminated, record that fact together with the date of termination; exhibit to any director of

the corporation, or his agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on-demand, these bylaws, the Articles of Incorporation, the membership book, the minutes of any meeting, and other records of the corporation.

ARTICLE FOUR COMMITTEES

Section 1. Committees

By majority vote of the directors in office, the board of directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of three (3) or more directors and delegates to such committee any of the authority of the board of directors that does not require, by law or these bylaws, full board approval.

Section 2. Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided, however, that such rules and regulations shall be consistent with these bylaws and provided further that regular minutes of all proceedings shall be kept.

ARTICLE FIVE
CONTRACTS, CHECKS, DEPOSITS, and FUNDS

Section 1. Contracts

The board of directors may by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Gifts and Contributions

The board of directors may accept, on behalf of the corporation, gifts, bequests, or devises of any property for the corporation's general and special charitable purposes.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the corporation's credit in such banks, trust companies, or other depositories that the board of directors may select.

Section 4. Checks, Drafts, Orders of Payment

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instrument shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

**ARTICLE SIX
MISCELLANEOUS**

Section 1. Books and Records

The corporation shall prepare and maintain correct and complete books and records of accounts. It shall also keep minutes of the meetings of its board of directors and committees and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, member, agent, or attorney of either, for any proper person at any reasonable time.

Section 2. Fiscal Year

The corporation's fiscal year shall begin on the first day of July and end on the last day of June each year.

Section 3. Waiver of Notice

Whenever any notice is required to be given under provisions of the Nonprofit Public Benefit Corporation Law of California or the provisions of the Articles of Incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE SEVEN
AMENDMENTS

The bylaws of this corporation may be amended, repealed, or added to by the approval of the majority of the board members then in office.

ARTICLE EIGHT INDEMNIFICATION

Section 1. Indemnification

The corporation shall have the power to indemnify its agents as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law to the full extent permitted by Section 5238 and applicable law.

Section 2. Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this article.