BYLAWS

OF

LEONARDO DA VINCI PARENT TEACHER COUNCIL

Established in September 1985

Bylaws amended May 1, 2024

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OF
LEONARDO DA VINCI PARENT TEACHER COUNCIL

ARTICLE I
Organization and School Site

Section 1.01. Organization. The name of this corporation is "Leonardo Da Vinci Parent Teacher Council" and shall be referred to herein as the "PTC."

Section 1.02. School Site. The school site for the PTC is Leonardo da Vinci EK-8 school and shall be referred to herein as the "School." The School is an education institution part of the Sacramento City Unified School District ("SCUSD").

ARTICLE II
Offices

Section 2.01. Principal Office. The principal office for the transaction of the activities and affairs of the PTC ("principal office") is located at Leonardo da Vinci EK-8 School, 4701 Joaquin Way, Sacramento, California, 95822. The Board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on the copy of these Bylaws maintained in the corporate minute book, or this Section may be amended to state the new location.

Section 2.02. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the PTC is qualified to conduct its activities.

ARTICLE III
Purposes and Limitations

Section 3.01. General Purposes. This PTC is an unincorporated nonprofit association and is not organized for the private gain of any person. The purpose of this PTC is to engage in any lawful act or activity for which a non-profit parent teacher organization may be organized under the laws of the State of California.

Section 3.02. Specific Purpose. The specific purposes for which this PTC is organized is to provide educational and social welfare services that: (i) enhance and enrich the education of students of the School; (ii) support teachers educating the students of the School; (iii) encourage parent involvement in educational and social welfare programs at the School and (iv) relate and support activities and services incidental to the foregoing and not prohibited under the terms of these Bylaws or applicable law or regulation.

Section 3.03. Open Forum. The PTC will provide an open forum during meetings for discussion of school-related issues to foster communication and cooperation between parents,

teachers, and the School administration. The forum shall provide an opportunity for individuals to discuss different perspectives of a well-rounded education, including but not limited to, an education that emphasizes the value and dignity of each individual, the integrity and unique contribution of each cultural and ethnic group, and the interrelatedness of all individuals and groups.

Section 3.04. General Limitations. Notwithstanding any other provision of these Bylaws, this PTC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this PTC, and the PTC shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (ii) by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Section 3.05. Political Activity Limitations. No substantial part of the activities of this PTC shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this PTC shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 3.06. Assets Limitations. All assets of this PTC are irrevocably dedicated to the purposes set forth in this Article III. No part of the net earnings of this PTC shall inure to the benefit of any of its directors, trustees, officers, or members, or to individuals.

ARTICLE IV
PTC Membership

Section 4.01. Eligibility. Any parent or guardian of a child currently enrolled and attending the School is eligible for PTC membership. School staff are eligible for PTC Membership.

Section 4.02. Membership. Individuals eligible for membership shall become members upon payment of an annual membership fee. The membership year is 13 months, beginning on September 1 through September 30 of the following school year. Memberships are available as individual memberships, with one voting member identified, and as household memberships, with up to 2 voting members identified per household.

Section 4.03. Membership Fee. In consultation with the Board, the Vice President of Membership shall establish the annual fee. Any changes in membership fee shall be disclosed at a regularly scheduled meeting. The new membership fee will become operative the month after the meeting.

Section 4.04. Membership Rights. Unless otherwise provided in the Bylaws or in California Law, membership entitles a voting member in good standing to the following rights:

(a) Voting. A member present at a regular or special meeting is entitled to vote in elections, bylaw amendments, and any other duly authorized motion before the Board. This provision does not apply to any actions that are specifically reserved for the Board.

(b) Motion. A member present at a regular or special meeting is entitled to make motions to accomplish the mission and objectives of the PTC.

(c) Nomination. A member is entitled to nominate a member in good standing, including him or herself, for an officer or board position.

Section 4.05. Rights Only Available to Good Standing Member. The rights provided in this Article are only available to members in good standing. A member is in good standing provided their membership fees are paid in full and they have no outstanding debts to the PTC.

Section 4.06. Child No Longer Enrolled. With the exception of School staff, any member whose child is no longer enrolled at the School loses eligibility for holding any PTC officer or board position immediately upon confirmation of their status by the School Principal.

Section 4.07. Waiver of Majority Membership Approval. Unless otherwise provided in the Bylaws or in California Law, any action which would otherwise require approval by a majority of all members or approval by the members shall only require approval of the Board. All rights which would otherwise vest in the members under California Law or otherwise by law shall vest in the Board. Nothing in this Article IV shall be construed as limiting the right of the PTC to refer to persons associated with it, who participate in any activities or programs of the PTC as "members" even though such persons have limited voting rights regarding certain business activities of the PTC.

ARTICLE V
Board of Directors

Section 5.01. General PTC Powers. The business and affairs of this PTC shall be vested in and exercised by, the Board. Subject to the limitations expressed in Article VII, below, the Board may delegate the management of the activities to any person or persons or committees; provided that, notwithstanding any such delegation, the activities and affairs of the PTC shall continue to be managed and all organization powers shall continue to be exercised under the ultimate direction of the Board.

Section 5.02. Board Leadership. The Chairperson of the Board shall be the President. He or she shall preside at all meetings of the Board and shall have the general power and duties of management usually vested in the Chairperson of the Board of a nonprofit organization. While the Chairperson of the Board is present, the Executive Vice President shall assist the Chairperson. In the absence or disability of the Chairperson of the Board, the Executive Vice President of the Board shall perform all the duties of the President of the Board and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President of the

Board. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 5.03. Number of Directors; Qualifications. The authorized number of directors shall be between three (3) and nine (9), until changed by an amendment to these Bylaws.

(a) Eligibility and Composition. Subject to the authorized number of directors, the directors shall consist of the principal of the School, a teacher of the School, and the members elected to serve as directors. A director shall be a member in good standing.

(b) Limitation on Interested Persons Serving on the Board. No more than 49 percent (49%) of the persons serving on the Board may be "interested persons," a term which is defined to mean and include: (i) any person currently being compensated by the PTC for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any interested person.

Section 5.04. Term of Office. The term of office of all members of the Board shall be one (1) year. There shall be no limitation upon the number of consecutive terms to which a director may be re-elected. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 5.05. Election of Directors. The election of directors shall take place at an annual meeting; provided, however, that vacancies may be filled prior to the meeting date as provided in this Article. The meeting shall be held during the month of May of each year or as otherwise determined by the Board from time to time.

Section 5.06. Removal of Directors and Filling Vacancies on the Board.

(a) Vacancies, Generally. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase of the authorized number of directors. Any reduction of the authorized number of directors shall not result in any director's removal before his or her term of office expires.

(b) Resignation of Directors. Any director may resign, which resignation shall be effective on giving written notice to the President of the Board, the Vice-President or the Secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies. Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining

directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining director.

(d) Removal of Directors for Cause. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; (iii) been found by a final order or judgment of any court to have breached any duty under California Corporations Code Sections 5230 through 5237, inclusive, (relating to the standards of conduct of directors); or (iv) if the director fails without just cause (as determined by the Board in its discretion) to attend three (3) consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with Article VI, below.

(e) Removal of Directors Without Cause. Except as otherwise provided in subparagraph (d), above, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of the directors then in office.

ARTICLE VI
Board Meetings

Section 6.01. Place of Meetings: Regular and special meetings of the Board shall be held at the Principal Office unless otherwise designated by resolution of the Board or consented to in writing by all the directors before a meeting and the place is stated in the notice of the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment with prior written consent from a majority of the Board. Participation in a meeting through the use of conference telephone pursuant to this Section constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this Section constitutes presence in person at that meeting if all of the following elements are satisfied: (i) each director participating in the meeting can communicate with all other directors concurrently; (ii) each director is provided the means of participating in all matters coming before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the PTC; (iii) the PTC adopts and implements some means of verifying that the persons participating in the meeting are directors or other persons who are entitled to participate and that all actions of, or votes by, the Board are taken or cast only by the directors participating in the meeting and not by persons who are not directors.

Section 6.02. Annual Operations Meeting of Directors. The Board shall hold an annual operations meeting for the purpose of creating an annual budget and transaction of other financial business. The operations meeting shall be held during the month of August of each year or as otherwise determined by the Board from time to time. The date, time and location of the meeting shall be set forth in the notice thereof issued in accordance with Section 6.05, below.

Section 6.03. Other Regular Meetings. Other regular meetings of the Board shall be held at such time as shall from time to time be fixed by the Board of Directors and communicated to the individual Board members in accordance with Section 6.05, below.

Section 6.04. Special Meetings of the Board. Special meetings of the Board of Directors for any purpose, closed or open, may be called at any time by the President of the Board, the Executive Vice President, the Secretary, or any two (2) directors; provided that notice of the special meeting is communicated to the directors in accordance with Section 6.05, below. Minutes from a closed special meeting will only include actions taken.

Section 6.05. Notice of Meetings.

(a) Manner of Giving Notice. Notice of the time and place of the annual, regular, and any special meetings of the Board shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) electronic mail; (iii) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means. Notice of a meeting need not be given to any director who signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at commencement of the meeting, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the PTC records or made a part of the minutes.

(b) Time Requirements. Meeting notices shall be given or delivered at least seventy-two (72) hours before the time set for the meeting.

(c) Content of Notices. The notice shall state the date, time and place of the meeting and either the notice or an accompanying agenda for the meeting shall provide a general description of the actions intended to be taken or the matters to be considered at the meeting. The foregoing notwithstanding, the Board may, without prior notice, act on any matter presented for consideration at a meeting.

Section 6.06. Quorum Requirements.

(a) Specified Quorum. A majority of the number of directors who are then in office (but not less than the greater of (i) two or (ii) 30% of the authorized number of directors) shall constitute a quorum for the transaction of business, except that a quorum need not be present to vote to adjourn as provided in Section 6.08, below.

(b) Action of the Board. Except as otherwise provided herein or in applicable California law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

(c) Effect of Withdrawal of Directors From Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by these Bylaws.

Section 6.07. Waiver of Notice. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the PTC records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 6.08. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the PTC is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Except as hereinabove provided, notice of adjournment need not be given.

Section 6.09. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section, "all members of the Board" shall not include any "interested director."

Section 6.10. Compensation. Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section 6.10 shall not be construed to preclude any director from serving the PTC in any other capacity, such as an officer, agent, employee, or otherwise, and receiving compensation for those services, so long as the limitations imposed by Section 5.02(b) are met and the employment, independent contractor agreement or other financial relationship is approved by the Board, without the interested director or directors participating in the vote.

ARTICLE VII
Duties and Powers of the Board

Section 7.01. Specific Powers. Without prejudice to the general powers of the Board of Directors set forth in Section 5.01, above, the directors shall have the power to:

(a) Exercise all powers vested in the Board under the laws of the State of California.

(b) Appoint and remove all officers of the PTC, and other PTC employees; prescribe any powers and duties for such persons that are consistent with law and these Bylaws.

(c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the PTC, and to fix their duties and to establish their compensation.

(d) To pursue charitable, educational, social welfare, and fundraising activities, including but not limited to the following:

  (i) General Activities: provide educational and social welfare services that: enhance and enrich the education of students of the School; support teachers educating the students of the School; encourage parent involvement in educational and social welfare programs at the School; and relate and support activities and services incidental to the foregoing.

  (ii) Solicit Donations. Solicit donations from the general public for purposes of financial and other support for the activities of the PTC;

  (iii) Other Fundraising Activities. Engage in other fundraising activities, including but not limited to writing grants and holding events.

(e) Adopt and establish rules and regulations governing the affairs and activities of the PTC.

(f) Enforce all applicable provisions of these Bylaws.

(g) Contract for and pay premiums for insurance and bonds (including fidelity and/or indemnity bonds) which may be deemed necessary or appropriate for the PTC to maintain.

(h) Pay all taxes and charges incurred by or levied against the PTC.

(i) Delegate its duties and powers hereunder to the officers of the PTC or to committees established by the Board, subject to the limitations expressed in Section 8.01, below.

(j) Prepare budgets, approve budgets and maintain a full set of books and records showing the financial condition of the affairs of the PTC in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each director as provided in Section 11.03, below.

(k) Appoint such committees as it deems necessary from time to time in connection with the affairs of the PTC in accordance with Article VIII, below.

(l) Fill vacancies on the Board of Directors or in any committee.

(m) Open bank accounts and borrow money on behalf of the PTC and designate the signatories to such bank accounts.

(n) Bring and defend actions on behalf of the PTC so long as the action is pertinent to the operations of the PTC.

Section 7.02. Limitations on Powers.

(a) The PTC is not organized, and shall not be operated, for pecuniary gain or profit.
(b) The PTC will not engage in any act of self-dealing.
(c) The PTC will not retain any excess business holdings.
(d) Standards for Investment. Except as provided in California law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the PTC's investments, the Board shall:
    (i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the PTC's capital; and
    (ii) Comply with additional standards, if any, imposed by these Bylaws, any resolutions duly adopted by the Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the PTC.
(e) On the winding up and dissolution of the PTC, after paying or adequately providing for the debts and obligations of the PTC, its remaining assets shall be distributed to such PTC(s) organized and operated exclusively for charitable purposes with established, tax-exempt status under Section 501(c)(3) of the IRC.

ARTICLE VIII
Committees

Section 8.01. Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one (1) or more committees to serve at the pleasure of the Board. A committee comprised solely by directors may exercise all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which also requires approval of the directors.
(b) Fill vacancies on the Board or on any committee which has been delegated any authority of the Board.
(c) Amend or repeal Bylaws or adopt new Bylaws.
(d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.
(e) Appoint any other committees of the Board or the members of those committees.
(f) Approve any self-dealing transaction

Section 8.02. Other Committees. The Board may establish other committees as deemed necessary or appropriate to implement the charitable programs or activities of the PTC, increase the effectiveness of the PTC, provide information or otherwise assist the Board. Such committees may include individuals who are not directors; provided, however, that any

committee which includes non-directors may not exercise any powers of the Board, but rather shall serve as an advisory or recommending body to the Board.

Section 8.03. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI, above, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the PTC's records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

Section 8.04. Committee No Right to Contracts. Absent the express written consent of the Board, no committee member or chairperson may contract for services or materials. The Secretary shall maintain a list of committee chairperson granted authority to enter into contracts for services and materials and the scope of said authority.

Section 8.05. Committee Chairperson. Absent the express written consent of the Board, the term of office for a chairperson is one (1) year. Upon the expiration of the term of office or in case of resignation or termination, each chairperson shall turn over to the President, without delay, all records, books, and other material pertaining to that position, and shall return to the Treasurer any funds belonging to the PTC.

ARTICLE IX
Officers

Section 9.01. Officers. The officers of the PTC shall be a President, an Executive Vice President, Treasurer, Secretary, VP of Membership, VP of School Climate, and VP of Fundraising. One (1) or more person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as President.

Section 9.02. Election of Officers. The officers of the PTC shall be chosen annually by majority vote of the membership at its annual elections meeting, and each shall hold his or her office until he or she serves a term of one-year, he or she resigns or is removed or otherwise disqualified to serve, or his or her successor is elected and qualified.

Section 9.03. Assistant. The Board may appoint a member in good standing to assist an officer as the affairs of the PTC may require, each of whom shall hold the assistant position, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 9.04. Removal of Officers or Assistant. Subject to a 15-day written notice period, any officer or assistant officer may be removed, either with or without cause, by the Board at any regular or special meeting.

Section 9.05. Resignation of Officers. Any officer or assistant officer may resign at any time by giving written notice to the Board or to the President of the Board or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the PTC under any contract to which the officer is a party.

Section 9.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board at a regularly scheduled meeting. The Board may nominate and elect a member in good standing to fill a vacancy.

Section 9.07. President. The President is responsible for the overall operations and fiscal integrity of the PTC. The President shall have the following duties and responsibilities: (a) oversee organizational operations; (b) focus on long-term goals, strategies, plans and policies of the organization; (c) Coordinate the work of officers and committees; (d) in consultation with the treasurer, ensure organization is fiscally responsible; (e) in consultation with the treasurer, propose an annual budget; (f) represent the PTC as the official spokesperson of the organization; (g) act as a liaison between Site Council and PTC; (h) act as a liaison between teachers and PTC; (i) act as a liaison between parents and PTC; and (j) have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 9.08. Executive Vice President. The Executive Vice President is primarily responsible for learning the operations of the PTC in preparation for assumption of the Presidential duties. The Executive Vice President shall assist: (i) the President with advising the chairpersons of committees; (ii) the VP of Membership with recruitment and marketing; (iii) the Treasurer with finance items to gain an understanding of the PTC's financial policies, protocols, and procedures; (iv) other officers with their respective duties. In the absence or disability of the President, the Executive Vice President shall perform all 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. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 9.09. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the PTC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The Treasurer shall have the following duties and responsibilities: (a) the Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the PTC with such depositaries as may be designated by the Board; (b) he or she shall disburse, or cause to be disbursed, the funds of the PTC as may be ordered by the Board; (c) he or she shall render to the President of the Board and directors whenever they request it, an account of all of his or her transactions as Treasurer of the Board and of the financial condition of the PTC; (d) have such

other powers and perform such other duties as may be prescribed by the Board or the Bylaws. Any Assistant Treasurer duly appointed shall have full authority to act as Treasurer.

Section 9.10. Secretary. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of any persons designated as "members" of the PTC. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the PTC in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 9.11. VP of Fundraising. The VP of Fundraising is responsible for fundraising for the various PTC sponsored services and programs. He or she shall serve as the fundraising coordinator for the PTC; schedule the fundraisers in consultation with the administration and Board; recruit chair people and committee members for fundraising events and activities; plan and work with the committees in charge of fundraising events and activities; facilitate communication relating to fundraising events to the school community; be familiar with state and local fundraising requirements. The VP of Fundraising shall maintain the fundraiser policies, procedures, and protocols. The VP of Fundraising shall keep or cause to be kept at the principal office or such other place as the Board may order, appropriate current records showing approved fundraising activities, contact information for a fundraiser point of contact, contact information for the fundraiser's treasurer, and provide support for fundraising activities. He or she shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 9.12. VP of Membership. The VP of Membership is responsible for marketing and recruitment of members. He or she shall keep or cause to be kept at the principal office or such other place as the Board may order, appropriate current records showing the names and mailing addresses of any persons designated as members of the PTC. The VP of Membership shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to members. He or she shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 9.13. VP of School Climate. The VP of School Climate is responsible for supporting the student and teacher body by promoting a positive school climate and culture. He or she shall coordinate the hospitality function for PTC events such as staff and volunteer appreciation. He or she shall keep or cause to be kept at the principal office or such other place as the Board may order, appropriate current records showing requests from teachers for supplies, teacher appreciation events, and staff appreciation events. He or she shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

ARTICLE X
Management

Section 10.01. Management. The management of the operation of the PTC shall be vested in the Officers, selected by and responsible to the Board.

Section 10.02. Policies And Procedures Manual. The Officers shall create and maintain a policies and procedures manual (P&P Manual) setting forth policies and procedures for managing the operations of the PTC. Officers, may from time to time, recommend revisions to the P&P Manual, which may be amended from time to time by a majority of the Board. In case of conflicts between these bylaws and any policy and procedure, the bylaws take precedence.

Section 10.03. Robert's Rules of Order. All meetings and business of the PTC shall be conducted pursuant to the current edition of Robert's Rules of Order and the P&P Manual. In the event of a conflict between Robert's Rules of Order and the P&P Manual, the P&P Manual shall take precedence unless otherwise required by California law.

Section 10.04. Anonymous Reporting. A person reporting concerns to PTC Officers regarding school or PTC operations may choose to remain anonymous. Unless otherwise required by law, the Officer shall maintain the confidentiality of a person's identity. The Officer shall investigate the person's concerns and report his or her findings to the Board.

ARTICLE XI
PTC Finances

Section 11.01. Checks. All checks or demands for money and notes of the PTC shall be signed by either the (i) President, (ii) Treasurer, or (iii) by such other officer or officers or such other person or persons as the Board may from time to time designate. In addition, checks require two authorized signatories. The Treasurer shall maintain a list of authorized signatories.

Section 11.02. Annual Report. The Treasurer shall cause an annual report to be sent to the Board within one hundred twenty (120) days after the end of the PTC's fiscal year. That report shall contain the following information, in appropriate detail:

(a) The assets and liabilities of the PTC as of the end of the fiscal year;
(b) The principal changes in assets and liabilities;
(c) The revenue or receipts, both unrestricted and restricted; and
(d) The PTC's expenses or disbursements for both general and restricted purposes;

Section 11.03. Fiscal Year. The fiscal year shall commence on the first day of July and shall end on the last day of June.

Section 11.04. Assets, Funds, and Monies Management. PTC shall only accept funds that are lawfully and ethically donated to the PTC and are fully under its control. The PTC shall not accept, manage, or oversee funds that: (i) are not donated to the PTC; (ii) are not under the full control of the PTC; or (iii) violate any applicable laws or regulations.

ARTICLE XII
Miscellaneous

Section 12.01. Inspection of Books and Records. Every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the PTC and the physical properties owned by the PTC. The right of inspection by a director includes the right to make extracts and copies of documents.

Section 12.02. Corporate Seal. The PTC may, but shall not be required to, have a seal.

Section 12.03. Amendment or Repeal of Bylaws. Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted, by the affirmative vote or written ballot of a majority of all the members present an a regularly scheduled meeting. At least thirty (30) days prior to taking action on any proposed amendment of these Bylaws, a copy of the proposed amendment(s) shall be given to each director and officer of the PTC. Notification of the vote to amend these Bylaws shall be published in the PTC Newsletter.

Section 12.04. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

Section 12.05. Indemnification of Corporate Agents.

(a) Any person who was or is a director, officer, employee or other agent of the PTC (collectively "Agents") may be indemnified by the PTC for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the PTC to the full extent permitted by California law.

(b) The PTC shall have power to purchase and maintain insurance on behalf of any agent of the PTC against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the PTC would have the power to indemnify the agent against such liability under California law; provided, however, that the PTC shall have no power to purchase and maintain such insurance to indemnify any agent of the PTC for a violation of California law.

Section 12.06. Nonpaid Directors; Alleged Failure to Discharge Duties; No Monetary Liability. Except as provided in California law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this PTC based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

(a) The duties are performed in good faith.

(b) The duties are performed in a manner such director believes to be in the best interests of the PTC.

(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 12.07. Personal Liability of Volunteer Director or Officer for Negligence.

(a) Except as provided in subparagraph (c), below, there shall be no personal liability to a third party on the part of a volunteer director or officer of this PTC caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director of officer, if all of the following conditions are met:

(i) The act or omission was within the scope of the director's or executive committee officer's duties.

(ii) The act or omission was performed in good faith.

(iii) The act or omission was not reckless, wanton, intentional, or grossly negligent.

(iv) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the PTC, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

(b) For purposes of this Section 12.07, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive committee officer does not affect that person's status as a volunteer within the meaning of this Section.

(c) This Section does not eliminate or limit the liability of a director or officer for any of the following:

(i) Any liability with respect to self-dealing transactions or any liability with respect to certain prohibited distributions, loans or guarantees as provided in California law.

(ii) In any action or proceeding brought by the California Attorney General.

Section 12.08. Gifts and Contributions. In consultation with the Board of Directors, the President or Treasurer may accept on behalf of the PTC any contribution, gift, bequest, or devise for the general purposes of the PTC.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the non-profit association known as the of the PTC, hereby certifies that the above and foregoing Amended and Restated Bylaws, consisting of fifteen (15) pages, were duly adopted by action of the membership of the PTC and that they now constitute the Amended and Restated Bylaws of the PTC.

Leonardo Da Vinci Parent Teacher Council, a California nonprofit association

By: _____
Elizabeth DeFazio, Secretary

AMENDED AND RESTATED BYLAWS
OF
LEONARDO DA VINCI PARENT TEACHER COUNCIL

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