

The Green Valley Learning Fund
An Affiliate of the San Ramon Valley Education Foundation

Bylaws

Mission Statement

The Green Valley Learning Fund, an Affiliate of the San Ramon Valley Education Foundation, is a non-profit organization that works to enhance the educational experience, through the provision of funds, for diversified opportunities that support, inspire and encourage the whole child, our teachers and community.

Article I
Name and Office

Section 1. Name. The name of the entity, an Affiliate of the San Ramon Valley Education Foundation, shall be, "The Green Valley Learning Fund," hereinafter referred to as the "Fund".

Section 2. Principal Office. The principal office of the Fund shall be located at Green Valley Elementary School, 1001 Diablo Road, Danville, California 94526.

Article II
Purpose

The purpose of the Fund shall be to operate for the enhancement of education at Green Valley Elementary School through collection and distribution of its funds. To carry out its purpose, the Fund shall:

Provide a continuing organization, outside the public school itself, which will work to fund educational opportunities at Green Valley Elementary School.

Work in conjunction with the principal, School Site Council, PTA, and other interested staff and parents to determine the most effective use of funds.

Solicit donations, accept donations, and raise money for the foregoing purposes. The Fund will provide interested persons or businesses with an opportunity to make tax deductible donations, bequests, memorial contributions and other gifts.

Article III
Organization and Status

Section 1 Affiliate of the Foundation. The Green Valley Learning Fund is an Affiliate of, and will operate under the organization of the San Ramon Valley Education Foundation ("Foundation"). It

shall comply with the requirements of SRVEF for operation as an Affiliate and shall operate in compliance with the SRVEF's Memorandum of Understanding.

Section 2. Non-Profit Corporation. The Fund is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and State of California Revenue and Taxation Code 237020

Section 3. Political Endorsements/Support. The Fund may not financially support any political issue, cause or persons, Monies collected and solicited by the Fund are to be used solely for the purpose of the Fund as set forth in Article II hereof. No board member may use his or her board position or title to endorse political candidates or issues without board approval. All endorsements or support for political candidates or issues by board members are done so as private citizens, not as members of the Fund.

Article IV Membership and Voting Privileges

Section 1. Membership

Membership term runs from July 1 to June 30 and must be renewed annually.

Members of the Fund shall be any person who contributes any sum to the Fund membership campaign and is a parent or guardian of a student enrolled at Green Valley Elementary School (each, a **"Member"**)

Parents/Guardians whose students enter the school after the fall registration may become a member by contributing to the membership campaign.

Section 2. Voting privileges. Member's voting privileges shall be limited to:

Electing the Board Officers (the required President, Secretary, Treasurer and any other Officers designated by the board) at the annual meeting; and,

Voting on any proposal which the Board (elected and appointed members) specifically indicates will be voted on by the general membership. Unless otherwise indicated by the Board, all matters of the Fund will be decided by vote of the Board only.

Members' votes will be limited to one vote per household(s) regardless of the number of students.

Article V Officers and the Board

Section 1. Number and makeup. The Board shall manage the affairs of the Fund. A minimum of seven (7) Board Members, shall be required, and there shall be no more than eighteen (18) board members. The board members must include the following: the required Officers, the school's Principal, and a minimum of one (1) teacher representative (selected by the Principal) and no more than two (2) teacher representatives.. The Board must also be comprised of at least two additional positions, which may include a Vice President, Financial Secretary, or other elected or appointed positions that will support the Board's mission. All additional Board members must also be members of the Fund. The final composition of the Board requires that a majority of seats be held by Members of the Fund. There shall be no more than one Board member from a single household.

Additionally, if two or more parents/guardians of a student and/or related students, residing in separate households, desire to serve on the Board, the same shall be subject to the consideration and approval of the Board. Members of the Board may not concurrently service as either an officer of Green Valley Elementary School's PTA or a voting member of Green Valley Elementary's School's Site Council, . All Bard members must annually (i) donate to the Fund, an amount equal to the annual direct donation amount set and solicited by the Board for each student and (ii) execute the Fund's then-current Confidentiality agreement.

Section 2. Officers. The required officers of the Board shall be a President, Secretary and Treasurer. The Board may decide to add additional Officers but all officers must be elected annually by the Fund membership. (See Article V Section 3). Officers must be members of the Board and may not be related by blood, marriage, or reside in the same household. The School's Principal and Staff Member are not considered Officers.

Section 3 . Term Each Officer and each Board member shall hold its position for a period of two (2) years ("Term"), excluding the Run-Chair and Auction-Chair positions, each of which shall have a term of (1) year. No Officer or Board member shall hold the same position for more than two consecutive Terms (4 consecutive years). The Term shall commence on July 1 of the applicable calendar year (concurrent with the beginning of the fiscal year of the Fund).

Section 4. Elected Officer Roles

A. President. (required) The President shall be the Chief Executive Officer of the Fund. The President shall preside over all meetings and the annual meeting of the Fund, shall, in general, supervise and control all of the business and affairs of the Fund, and together with the Board's Ed Fund representative (if any), shall be responsible for reporting to SRVEF, as required, pursuant to the terms of the MOU, on the activities and operation of the Fund. The President shall be an ex-officio member of all committees except the nominating committee.

B, Vice-President. (optional position). The Vice-President shall, in the absence of the President, or in the event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties from time to time as may be assigned by the President or the Board.

C. Treasurer. (required) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Fund, and shall be responsible for providing SRVEF with all financial and accounting data required of the Fund, pursuant to the MOU. The Treasurer shall maintain a paper copy of the monthly bank statements. The Treasurer shall also ensure financial records are mailed directly from the bank to the P.O. Box of the Fund.

D. Secretary. (required) The Secretary shall keep the minutes of the annual meeting and all regular and special meetings of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Fund's records, and in general perform all duties incident to the office of Secretary. The Secretary shall also receive copies of monthly financial statements from the Treasurer (as reviewed in each monthly meeting of the Fund), to ensure that all financial activity is appropriately captured in the meeting minutes. Except as otherwise expressly set forth herein, the Secretary shall not be an authorized check signer.

E. Financial Secretary (Optional) The Financial Secretary shall assist the Treasurer in providing (i) the Fund with the financial and accounting data required herein and (ii) the Foundation with all financial and accounting data required pursuant to the terms of the MNOU. The Financial Secretary shall also initiate and send tax receipts for all donations to the Fund, prepare the District Bill file, reconcile bank accounting records monthly, and maintain all financial records for each of the Fund's transactions for auditing purposes.

Section 5. Removal. A Board member/Officer may be removed when the member:

- a) Fails to attend two (2) consecutive meetings without adequate excuse; and/or
- b) Is not fulfilling the responsibilities of the office as prescribed in the Bylaws or in any outline or description of the office provided by the Board to such Board member/Officer; and/or
- c) Engages in conduct which the Board determines to be injurious to the organization or its purposes; and/or
- d) Any other reason whatsoever, by an affirmative vote of two-thirds (2/3) of the Board members.

The Board, at a duly noticed meeting, may, by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the member; (2) making a formal recommendation that the member be removed; (3) making a formal recommendation that an Officer be removed from office but remain on the Board.

Section 6. Vacancy. Any vacancy or unfilled position on the Board shall be filled for the unexpired term by appointment. The President of the Fund shall be responsible for recommending the appointee who must be approved by a majority of the Board members. Notwithstanding anything to the contrary herein, at the direction of the Board, a member of the Board may continue to serve in such capacity (whether as an Officer or other Board member), until such time as such position may be filled (provided that the Board uses reasonable efforts to find a replacement for such Officer or Board member), notwithstanding the fact that such Board member may no longer be the parent/guardian of a student at Green Valley Elementary School.

Section 7. Election. The proposed slate of Board members for any year (other than the principal and teacher representatives) shall be elected at the Annual Meeting. Those persons receiving the highest number of votes shall be Board for the ensuing term. Newly elected Board members will take their position as of the first day of the next fiscal year of the Board (i.e. July 1st) (or if elected at after the commencement of any fiscal year, then immediately thereafter).

The Board shall present a slate of candidates based on qualifications and present those candidates for election. . No candidate can be nominated without his/her consent.

If the slate of candidates is insufficient to hold an election, the Board shall have the right to recruit and appoint new Board members by majority vote of the existing Board members.

Board Officers (as defined in Section 3 above) must be elected yearly at the annual meeting, which - must occur no later than April 15 per Article VI. All persons must receive at least five votes in order to be an Officer. Those persons receiving the highest number of votes shall be Board Officers for the ensuing term. All members of the Fund attending the annual meeting are eligible to vote for the Officers. Each member of the Fund may cast one vote per household for no more than the number

of vacancies being filled. Refer to Article IV, Section 2 regarding voting privileges. Any Board Officer position unfilled at the time of the election may be appointed by the Board no later than September 30 of the current year.

Section 8. Term of Office. Each Officer shall hold the office beginning July 1 following the election through June 30 of the following year (a one-year term). All Board Officers are elected each year during vote at the annual meeting. The term for officers in the same position shall not exceed two consecutive years without SRVEF approval. If approval is granted, the term shall not exceed one additional year. An Officer shall not hold the same position for more than three consecutive terms.

Non-Officer Board members may serve multiple terms and will be appointed annually by the President of the Fund. The President of the Fund shall be responsible for recommending the appointee, who must be ratified by a majority of the Board members.

Section 9. Transition. The existing Board is responsible through June 30 for closing out the current school year and for signing contracts/checks, and paying deposits on events for the upcoming school year.

Once elected at the annual meeting, newly elected Board members will be considered the Board Elect until July 1 and may work in collaboration with the existing Board to begin planning for the upcoming school year.

The outgoing Treasurer will maintain the books of the Fund until the end of the current fiscal year, June 30. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity.

Section 9. Resignation and Forfeiture. Any Board member may resign at any time by giving written notice to the President. Except as otherwise set forth herein, a Board member shall forfeit his/her position on the Board if he/she no longer has a student at Green Valley Elementary School.

Section 10. Compensation. Board members shall not receive any salary or compensation for their services.

Section 11. Contracts. Contracts must be approved by a majority of the Board, and the Board may authorize any Officer(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fund and such authority may be general or confined to specific instances. Contracts will be signed as follows: “**{Name of Fund,} {Name of Officer signing,} {Title of Officer}**” A copy of all executed contracts shall be provided to, and maintained by the Secretary as part of the record of the Fund.

Section 12. Reporting. The Fund shall be responsible for complying with all reporting requirements of SRVEF, as stipulated in the SRVEF’s Memorandum of Understanding.

Section 13. Conflict of Interest. Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board’s minutes. If a vote on the matter is taken, the results will note the outcome and that the member with a conflict has not cast a vote. “Conflict of Interest” shall be defined as a member who has any vested financial interest in the outcome of a Board action.

Section 14. Indemnification. The Board members shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

Article VI Meetings

Section 1. Notice of Meetings. Dates, time and location of all regular meetings for the following school year shall be submitted to SRVEF by the end of the current school year and shall be posted on the (The Green Valley Learning Fund) website before September 30th. Notice of all meetings shall be published to all Fund members no less than ten (10) days before the meeting. Notice of special meetings or any changes to a regular meeting date, time or location of the Fund shall be communicated to each Board member at least forty-eight (48) hours prior to the meeting and a reasonable effort will be made to notify all Fund members in this same time period. All meetings of the Fund may be held in person or virtually.

Section 2. General Membership Meeting. A meeting shall be held virtually or at Green Valley Elementary School by September 30 of each year, at which time the Board will present the annual proposed budget for approval, introduce Officers and Board members, communicate plans for the current fiscal year, and solicit Fund member input. The Board will take Fund member input into consideration in planning the year. This meeting may be combined with one of the Board's first regularly scheduled meetings of the year.

Section 3. Annual Meeting. The annual meeting of the Fund shall be held by May 30th, virtually or at Green Valley Elementary School. Elections of Officers for the following year will be held at this meeting. Names of Elected Officers shall be submitted to SRVEF by the end of the school year. This meeting may be combined with one of the Board's last regularly scheduled meetings of the year.

Section 4. Regular and Special Meetings. Regular meetings of the Board shall be held at least quarterly (four (4) times) during the fiscal year. The President or any two (2) Board members can call special meetings of the Board. Meetings are open to the public, but only members of the Fund may speak, unless permission to speak is specifically granted by the President. Fund members will request time on the agenda by asking the President at least 48 hours prior to the meeting. No Fund member may speak for more than five (5) minutes, unless more time has been specifically granted by a majority vote of the Board members.

Section 5. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Board present shall determine the outcome of issues brought before the Board.

Section 6. Action without Meeting. Any action of the Board may be taken without a meeting if three-fourths of all members of the Board individually or collectively consent to this action. The President shall determine the method of voting on the action and shall be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

Article VII Committees

Section 1. Committees. The Board may create as many committees as required to carry on the work of the Fund. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board. All committee members must be members of the Fund.

Required committee: Nominating

Other committees may include (but are not limited to): Matching Funds, Special Fundraisers, Bylaws, etc.

Section 2. Appointment. The President, subject to ratification by a majority vote of the Board, shall appoint the chairperson and members of committees.

Section 3. Term. The chairperson and members of a committee shall serve for one year, or until their assignments have been completed, whichever comes first. The chairperson and members of a committee may be appointed multiple terms.

Section 4: Responsibility and Authority: When establishing a committee, the Board will determine the purpose of the committee and the level of authority and decision making (i.e., obligation for developing budget and expending funds and level of communication with the Board about decisions). Committee members other than the Board member serving on the committee do not have voting rights on the Board.

Article VIII Financial Administration

Section 1. Fundraising: The Green Valley Learning Fund will raise funds through:

- (a) annual membership drive
- (b) other fundraising activities as appropriate and approved by the Board
- (c) gifts, sponsorships, programs and matching funds

Section 2. Use of Funds: The Green Valley Learning Fund will use funds in a manner that does not conflict with SRVEF's Memorandum of Understanding, and for certain uses in alignment with Green Valley Elementary School's SITE Plan, which uses may include, but shall not be limited to:

- (a) fund class sections.
- (b) fund educational programs, activities and school improvements based on input from the Principal and Site Council.
- (c) fund teacher/staff grants
- (d) fund salaries and benefits of school staff positions

- (e) pay administrative expenses involved in supporting The Green Valley Learning Fund including but not limited to dues, insurance, financial software, attendance of Board members at the annual SRVEF's Celebration Dinner, "Night With The Stars", etc.
- (f) contribute to local political campaign measures supported by the San Ramon Valley Council of PTAs. The Green Valley Learning Fund will contribute no more than \$999 in a calendar year to a specific campaign measure. Meeting notification to the Fund membership prior to a vote on such spending is required.
- (g) pay ordinary operating and administrative costs of the Fund

Section 3. Books and Records.

The Fund shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Fund may be inspected by SRVEF, school administration, any Fund member, or their agent or attorney, authorized representative of the school's Site Council, for any proper purpose, at any reasonable time, and upon reasonable notice.

Section 4. Bank Statements.

A hard copy of the bank statement will be maintained either by having monthly statements mailed to Green Valley Elementary School or by having one elected officer download and print the monthly statement.

Either the Fund's Secretary or Financial Secretary will review and sign each page of the hard copy of the monthly statements to ensure all financial activity has been appropriately captured in the meeting minutes. Signed bank statements will be maintained by the Treasurer.

Section 5. Required Reporting. The Treasurer shall prepare and present a summary of financial activity at each meeting to be approved by the Board and entered into the minutes.

Section 6. Notes of Indebtedness. All checks or drafts issued in the name of the Fund shall require two signatures from any two elected Officers who are authorized to sign checks.

Section 7. Auditing. An auditor, appointed by the President, shall audit the books and financial records of the Fund annually. The auditor may be any individual the President chooses, but cannot be the current Treasurer. The auditor may not be related by blood, marriage or reside in the same household as the Treasurer. The appointed auditor must be approved by the Board.

Results of the final audit shall be presented and approved by the Board. A final, signed copy should be uploaded to the Funds Drive and an email sent to SRVEF (affiliates@srvef.org) by September 30th.

Section 8. Fiscal Year. The fiscal year of the Fund shall begin on the first day of July and end on the last day of June.

Section 9. Board Expenses. The President will be notified (which notice may be provided by e-mail) prior to any expenditure (in any amount), by a Board member or Officer. A Board or committee member may spend up to Five Hundred Dollars (\$500) of approved budgeted funds per event or project ("Cap) without approval by the Board. Once the Cap has been reached, all additional expenses or reimbursement must have approval by the Board. A majority vote in favor of the expense can be obtained via e-mail or at the regular monthly meeting of the Board. All expenses

must be submitted to the Treasurer or Financial Secretary with supporting documentation of the expense.

Section 10. Budget Approvals. Each event and project undertaken by the Board shall require an event or project specific budget (each, and “Event Budget”). Each Event Budget shall be reviewed and approved by the Board.

Section 11. Donation Refunds. From time to time, there may be a request by a member for a refund of his/her donation to the Fund. Donations to the Fund are considered voluntary charitable donations, provided on an opt-in basis, and are not required fees or tuition. Such donations are not refundable. In the event a child is withdrawn from Green Valley Elementary School (for whatever reason), the donation will remain with the Fund for the benefit of Green Valley Elementary School and will be utilized for the purpose set forth in these Bylaws and any other rules or regulations by which the Fund is bound.

Article IX Dissolution

Upon dissolution or final liquidation of the Fund , any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the Fund , distributed to the Green Valley Elementary School Site Council.

Article X Amendment to Bylaws

Section 1. Bylaw Review and Changes: Bylaws will be reviewed each school year. Only sections of the Bylaws highlighted in red on SRVEF template may be altered, amended or repealed by the Fund. **By-laws may not change the meaning or intent of the agreed upon MOU between The Green Valley Learning Fund and the San Ramon Valley Education Foundation.**

Section 2. Adoption of Bylaws: Any changes to the Fund’s Bylaws must be adopted by an affirmative vote of two-thirds of the **The Green Valley Learning Fund** Board voting at a duly called meeting, provided a quorum is present.

All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by SRVEF.

Adopted on _____, by the **The Green Valley Learning Fund** Board.

Title	Name	Signature	Date
President			
Secretary			
Treasurer			
School Principal			

Information below to be completed by SRVEF:

Agreed to on _____ by _____ ,
representing the San Ramon Valley Education Foundation.