

Bylaws of HABLA
Friends of River Glen School
A California Public Benefit Corporation

Article I- Offices

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located at 1088 Broadway Avenue, San Jose, County of Santa Clara, California.

Section 2. Other Offices

The corporation may also have offices at other locations, within or without the State of California, where it is qualified to do business, as its business may require and as the HABLA Board of Directors (“Board of Directors”) may from time to time designate.

Article II – Purpose

The purpose of HABLA (“Helping Advance Bilingual Language Literacy”) is to raise funds to supplement the two-way language immersion program at River Glen School to promote bilingualism, biliteracy and cross-culturalism; to support the students and staff; to improve and expand the school's facilities; and to support other lawful programs or activities determined by the Board of Directors to be in support of the school and in collaboration with the principal of the school.

Article III - Members

Section 1. Classes of Membership and Rights

The corporation shall have one class of voting members only, and the property, voting, and other rights, interests, and privileges of each member shall be equal. No member shall hold more than one membership in the corporation. The corporation may recognize individuals interested in the betterment of the River Glen School Community as “Contributing Members”. Contributing Members may be further classified by the Board of Directors. Contributing Members shall have no votes in matters of the corporation. Privileges, if any, shall be awarded to Contributing Members by the Board of Directors.

Section 2. Qualifications

Any person who is a parent or guardian of a student of River Glen School, an employee of River Glen School or an adult volunteer regularly participating in any River Glen School oriented program is qualified to become a voting member of the corporation.

Section 3. Duration of Membership

Membership shall be for a term of one year, from May 1st to April 30th of the following year. Any person who meets the qualifications set forth in Section 2 may renew his/her membership on an annual basis.

Section 4. Assessments

Memberships shall be non-assessable.

Section 5. Number of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership List

The corporation shall keep a membership list containing the name, address and email address of each member. Such list shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

Section 7. Non-liability of Members

No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation. Additionally, no member shall be personally liable to its creditors for any indebtedness or liability of the corporation, any and all creditors shall look only to the corporation's assets for payment.

Section 8. Non-transferability of Membership

Membership in the corporation is non-transferable and non-assignable.

Section 9. Termination of Membership

The membership of any member of the corporation shall automatically terminate: (1) on his/her written request for such termination delivered to the President or Secretary of the corporation personally or by United States mail, such membership to terminate when the request is delivered personally or deposited in the United States mail; (2) on his/her death; (3) by a majority vote of the Board of Directors; or (4) by a two-thirds vote of the membership.

Section 10. Indemnification Of Members

The corporation shall, to the extent legally permissible, indemnify each member against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any matter as to which the member was finally adjudicated in any proceeding not to have acted in good faith, and further provided that any indemnification compromise or settlement shall be approved by a majority of a quorum of directors who are not at that time parties to the proceeding.

Article IV - Meetings

Section 1. Place

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by the Board of Directors.

Section 2. Schedule

There will be a minimum of four (4) Board of Directors meetings of the corporation each year and at least one general meeting. The dates and times of meetings will be determined by the Board of Directors. The general meeting in April shall be considered the annual meeting of the Board of Directors, at which meeting the directors shall be elected by the members.

Section 3. Notice of Meetings

Notice of the date, time and place of every meeting shall be published by email, electronic medium, or by other written notice to the members. Notice shall be given at least seventy-two (72) hours prior to any meeting. Notice shall specify at least the place, the date, the time. In cases where the meeting will cover any non-routine business,

any special items or changes to the bylaws, the notice to the members must also include a meeting agenda which discloses the subject to be discussed. The meeting agenda shall be posted at the principal office of the corporation 24 hours prior to the meeting.

Section 4. Quorum

A quorum at all meetings shall be a majority of the directors then in office. The act of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 5. Adjournment for Lack of Quorum

In the absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the members present but no other business shall be transacted.

Section 6. Voting

(a) Each member is entitled to one vote on each matter submitted to a vote of the members. Voting at meetings shall be by voice vote or by ballot (b) Members shall not be permitted to vote or act by proxy.

Section 7. Conduct of Meetings

(a) Meetings of members shall be presided over by the President of the corporation or, in his/her absence, by a Vice President. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his/her absence the presiding officer shall appoint another person to act as Secretary of the meeting. (b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation of this corporation, or with the law.

Section 8. Actions Taken Without a Meeting

Any action of the Board of Directors may be taken without a meeting if all members of the board consent in writing to the action. Consent in writing may be met when consent by a member of the board is received via email. Such written consent shall be filed with the minutes of the meetings of the Board of Directors. The action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

Section 9. Special Meetings

Special meetings of the members may be called by any three (3) directors of the corporation, or by the President of the corporation, or by a two-thirds (2 /3) vote of the membership, and shall be held at the principal office of the corporation.

Article V - Directors

Section 1. Number

The corporation shall have a Board of Directors consisting of no fewer than 3 members. Ideally, the Board of Directors will strive to have a board between 10 and 20 members. The number may be changed by amendment of these bylaws, or by the repeal of these bylaws and adoption of new bylaws. There shall be one and up to two advisory member(s) of the Board of Directors who shall be appointed by the principal of River Glen School. This or these director(s) shall serve in an advisory capacity and be non-voting.

Section 2. Qualifications

Any member of the corporation in good standing is eligible to be elected as a director.

Section 3. Powers

The Board of Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law. The Board of Directors shall authorize the expenditure of corporation funds. Orders for funds must be signed by any two (2) of the following three (3) officers: the Treasurer, the President, and the Vice President. The Board of Directors may appoint special committees as are determined to be necessary. The Board of Directors is responsible for appointing chairpersons of such committees. If a chairperson is appointed, that chairperson is also required to sign the order for funds for their committee.

Section 4. Attendance

Directors shall be considered to have vacated their office if, without good cause, they have missed three (3) consecutive meetings. The meeting attendance requirement may be waived if three (3) officers determine good cause existed for that member's absence.

Section 5. Nominations & Elections

At the Board of Directors meeting in February, the Board of Directors shall appoint a nominating committee composed of at least two (2) board members, the principal of River Glen School and may include at least two (2) members from the membership at large. The nominating committee shall seek nominations in the River Glen Community from those eligible under Article III, Section 2; Article V, Section 2 and Article VII Section 2 of the bylaws. They will report the nominations at the meeting in March at which time nominations may also be made from the floor, providing the nominees are present or have given their consent. The persons nominated may include any directors or officers who have held or currently hold office as long as all other By-Law provisions are met. The election of directors shall be conducted by voice or by ballot and elected by the members at the annual meeting in April. Installation of the new directors shall take place in April at the annual meeting or at a subsequent joint meeting of the old and new officers. The new directors shall assume their duties May 1.

Section 6. Election and Terms of Office

Each director shall be elected in April of each year and shall take office on May 1. Directors shall be eligible for re-election so long as they continue to meet qualifications set forth in Section 2 above.

Section 7. Removal and Resignation

Any director may be removed by a majority vote of the Board of Directors or by a two-thirds vote of the membership. Any director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Such resignation shall take effect when the request is delivered personally to the President or Secretary of the corporation or deposited in the United States mail.

Section 8. Vacancies

Vacancies in the Board of Directors may be filled by appointment by the President, with the approval of the Board of Directors, and the appointee shall serve for the remainder of the term.

Section 9. Duties of the Directors

Individual directors may have duties to fulfill for the corporation, to be determined by the Board of Directors. Such duties may include, but are not limited to, fundraising, communications, hospitality, event planning, or community relations.

Section 10. Compensation

Directors shall serve without compensation, except that they shall be reimbursed for their actual and necessary out-of-pocket expenses incurred in the performance of their regular duties, subject to the approval of the Board of

Directors.

Section 11. Indemnification of Directors

The corporation shall, to the extent legally permissible, indemnify each Director against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any matter as to which the Director was finally adjudicated in any proceeding not to have acted in good faith, and further provided that any indemnification compromise or settlement shall be approved by a majority of a quorum of directors who are not at that time parties to the proceeding.

Article VI - Advisory Board

The Board of Directors shall appoint, if they so desire, an Advisory Board. The Advisory Board shall provide information, recommendations, and generally assist the Board of Directors as the Board of Directors deems appropriate. Members of the Advisory Board shall serve voluntarily at the pleasure of the Board of Directors and be non-voting.

Article VII - Officers

Section 1. Number and Titles

The corporation shall have the following officers: President, Vice President, Secretary, Treasurer but may operate with a minimum of three (3) officers.

Section 2. Qualification

The qualifications for officers shall be the same as for directors. In addition, at the time of the nomination, the member standing for election to an office must have served as a member of the Board of Director or been an active member as determined by the board. However, a vote by the majority of the Board of Directors may waive this additional requirement.

Section 3. Election and Term of Office

Each member standing for election to an office shall be elected for a two (2) year term and concurrently stand for election as director. The election shall be held concurrently with, and shall be subject to the same regulations as, the election of directors. No individual may hold the office of President, Vice President, Secretary, or Treasurer for more than two (2) consecutive terms unless there is difficulty securing an officer in which case a vote by the majority of the Board of Directors may extend the term. When possible, the two (2) year term for officers shall be staggered so there is an opportunity to have a mix of returning and new officers.

Section 5. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the board, supervise the affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as described in these bylaws or as may be prescribed from time to time by the Board of Directors.

Section 6. Duties of Vice President

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to attend. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Duties of Secretary

The Secretary shall keep minutes of all meetings of members and of the Board of Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these bylaws, and generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

Section 8. Duties of Treasurer

The Treasurer shall have charge and custody of any funds of the corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accounting to the directors and to the members as required by the Board of Directors or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By- Laws, or which may be assigned to him/her from time to time by the Board of Directors. The Treasurer with approval by the Board of Directors may hire professionals to assist them in carrying out their duties. All fiscal records shall be kept for a period of six (6) years, or longer if required by applicable law.

Article VIII - Miscellaneous Provisions

Section 1. Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30.

Section 2. Execution of Checks, Notes, Contracts

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President or Vice President. However, the Treasurer can be the only signator in the case where another person (bookkeeper) is generating the check. Any contract, lease, or other instrument executed in the name of or on behalf of the corporation shall be signed by the Secretary and countersigned by the President or Vice President, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary authorizing its execution.

Section 3. Books of Account

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 4. Annual Report and Financial Statement

The Board of Directors shall prepare and submit to members a written annual report including a financial statement. Such report shall summarize the corporation's activities for the preceding year and activities projected for the forthcoming year. The financial statement shall consist of a balance sheet as of the close of business of the corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the President, Secretary, Treasurer, or a public accountant.

Section 5. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general use of River Glen School or for any special purposes of the corporation.

Section 6. Effective Date of Bylaws

These bylaws shall become effective immediately on their adoption.

Section 7. Certification and Inspection

The original, or a copy, of the bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

Section 8. Cash Reserve

The corporation shall maintain a cash balance by the end of the fiscal year, as determined by a vote of the majority of the Board of Directors, to ensure cash is available to pay for ongoing and future expenditures.

Section 9. Non-Discrimination Policy

The corporation does not discriminate with regard to race, color, religion, national origin, age, sex, sexual orientation, gender identity or expression, or disability.

Section 10. Conflict of Interest Policy

Whenever a director has a financial or personal interest in any board matter, the affected person shall fully disclose the interest and withdraw from discussion and voting.

Section 11. Document Retention

Other than documents required to be maintained longer or permanently (Articles, bylaws, determination letters, meeting minutes), routine corporate documents should be discarded or digitized after three years.

Article IX - Amendments

Proposed amendment(s) of these bylaws may be originated by a majority vote of the Board of Directors or by a petition signed by at least two-thirds (2/3) of the membership. The proposed amendment shall be read at one meeting and voted on at the following meeting. When a special meeting is called for a By-Law change or amendment, a minimum of a seventy-two (72) hour notice must be given along with an agenda specifying the proposed change or amendment to the bylaws. Amendments to these bylaws shall become effective immediately on their adoption, unless the Board of Directors or members stipulate that they are to become effective at a later date.