

# **BYLAWS OF UNIDOS FAMILY CLUB**

The organization's name is Unidos Family Club. The organization is organized in accordance with the Nonprofit Corporation Act of California. The organization has not been formed to make any profit or personal financial gain. The assets and income of the organization shall not be distributable to or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the organization's benefit. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE I CORPORATE PURPOSE**

Section 1. Specific Purpose. Unidos Family Club is a non-profit Public Benefit Corporation with the specific purpose of supporting the Unidos Middle School, its students, and its faculty by raising funds and engaging the community to support activities and needs including but not limited to classroom enrichment, school assemblies, and speakers, student scholarships, field trips, garden, classroom and library books and other items and functions as determined by the officers of the Unidos Family Club.

## **ARTICLE II MEMBERSHIP AND MEETINGS**

Section 1. Membership. All parents and/or legal guardians of students who currently attend Unidos Middle School and all current faculty and staff of Unidos Middle School shall be general members of the Unidos Family Club. Public members shall have the right to attend and participate in all meetings and activities of the organization but shall not have the right to vote.

Section 2. Special Meetings. Special meetings may be requested by the President or the majority of the Executive Committee.

Section 3. Executive Committee Meetings. The Executive Committee shall meet at least once a trimester during the school year, the time to be established at the first Executive Committee of the school year. Any general member may attend the meeting of the Executive Committee but shall not be entitled to a vote on the matters before the body.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be sent to all officers of record at the e-mail, shown on the corporate books, at least 7 days before the meeting. Such notice shall be deemed effective

when the e-mail has been sent. When possible, Notice of the meetings shall be announced to all general members.

Section 6. Place of Meeting. Meetings shall be held at Unidos Middle School or via Zoom unless otherwise stated in the notice.

### **ARTICLE III EXECUTIVE COMMITTEE**

Section 1. Membership. The organization shall be managed by an Executive Committee consisting of at least 6 officer positions: President, Vice-President, Secretary, Treasurer, Communication Coordinator, and Fundraising Coordinator. A faculty representative selected by the faculty is invited to join, but it is optional. One of the officers shall be designated as co-treasurer by the Executive Committee. The principal and parent liaison of the school and the chairperson of all Standing Committees shall serve as ex-officio members and be entitled to vote.

Section 2. General Powers. The Executive Committee shall transact necessary business during the intervals between the meetings and such other business as may be referred to by the membership of these Bylaws. It may create Standing and Special Committees, present reports and recommendations at the general membership meeting, prepare and submit a budget for the Executive Committee to approve during the first month of the school year, and, in general, conduct the business and activities of the organization.

Section 3. Quorum. A majority of the officers shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the officers may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business that might have been transacted initially at the meeting as scheduled may be transacted. The officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers results in representation of less than a quorum.

Section 4. Adverse Interest. In determining a quorum of the officers or voting, an officer's disclosed adverse interest shall not disqualify the officer or invalidate their vote.

Section 5. Procedures. The vote of a majority of the officers present at a properly called meeting at which a quorum is present shall be the act of the Executive Committee unless the vote of a more significant number is required by law or by these by-laws for a particular resolution. An officer of the organization who is present at a meeting of the Executive Committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the meeting minutes. The Executive Committee shall keep written minutes of its proceedings in its permanent records.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing or via electronic correspondence setting forth the action so taken is agreed to by all officers and signed by the secretary with respect to the subject matter of the vote.

Section 7. Standing/Special Committees. To the extent permitted by law, the Executive Committee may appoint a temporary or permanent committee and designate such committees' duties, powers, and

authorities. The chairperson shall report the plans and activities of the committee to the Executive Committee, which must approve such reports.

## **ARTICLE IV OFFICERS**

Section 1. Number of Officers. The organization's officers shall be a President, Vice-President, Secretary, Treasurer, Communications Director, and Fundraising Director. One person may hold two offices. The President may not concurrently serve as the Secretary, Treasurer, or Vice President. The Executive Committee will include the officers plus one to three Members at Large. The Officers and Members at Large perform, but not be limited to, the following major duties:

- President
  - Serve as chairperson and preside over all meetings.
  - Appoint the chairpersons of all standing and special committees and shall serve as ex-officio members to all such committees.
  - Maintain and facilitate updates to the Bylaws as needed.
- Vice President
  - Serves as a backup leader to the board president, so the board is always with leadership.
- Secretary
  - Give notice of all meetings.
  - Create agendas of meetings and make them public.
  - Maintain records of all meetings.
  - Keep an accurate list of Officers.
  - Certify any records or copies of records as the organization's official records.
  - File the Statement of Information with the State, as the Secretary of State requires.
- Treasurer
  - Collect all monies and keep an accurate record of receipts and disbursements.
  - Make disbursements on the instruction of the Executive Committee.
  - Reconcile all bank statements as received and resolve any discrepancies.
  - Provide an oral financial report at each meeting.
  - At a minimum, provide quarterly reports of account balances, receipts, and expenditures.
  - Ensure all required state and federal tax documents are filed timely.
  - Maintain the UFC Bank Account and be a signer of the Account.
- Communications Director
  - Publicize all events of the UFC
  - Act as Liaison between the school and the media.
  - Maintain and update the UFC website.
  - Maintain all agendas and minutes of the meetings on the UFC website.
- Fundraising Director
  - oversees the development and implementation of the Fundraising Plan and identifies external sources of support, e.g., sponsors, grants, employer match programs.
- Members at Large
  - Have equal responsibility for the board's actions and decisions.

Section 2. Election. The officers shall be elected during the first meeting of the new school year. All general members may participate in the election. A majority of the votes cast by the members shall be necessary for the election. If non-contested, it may be by voice vote. Any contested election shall be by written ballot.

Section 3. Term of Office. Each officer shall serve a term of 1 year(s), beginning on September 1 and ending on August 31, 2023, of each year or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. An officer shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Executive Committee, whether by death, resignation, removal, or any other cause, may be filled by the remaining officers. An officer elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified.

## **ARTICLE V FINANCES**

Section 1. Budget. The Executive Committee shall present at the school year's first meeting a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Executive Committee during the year. Any substantial deviation from the budget must be approved in advance by the Executive Committee.

Section 2. Obligations. The Executive Committee is responsible for authorizing any officer or officers to enter into contracts or agreements to purchase materials or services on behalf of Unidos Family Club. The officers shall not have the authority to enter into such agreements on behalf of Unidos Middle School or the Napa Unified School District, nor should they represent themselves as having such authority.

Section 3. Loans. No loans shall be made by the organization to its officers or members.

Section 4. Commercial Paper. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or one other person as authorized in writing by the Executive Committee.

Section 5. Duties of Treasurer. The Treasurer shall deposit all funds of the organization to the organization's credit in such banks, trust companies, or other depositories as the Executive Committee may select and shall make such disbursements as authorized by the Executive Committee in accordance with the adopted budget. All deposits and disbursements shall be made within a reasonable time from receipt of the funds and orders of payment.

Section 6. Financial Report. The Treasurer shall prepare quarterly financial reports and a final report at the year's close. The Executive Committee shall have the accounts examined by a CPA periodically, who, if satisfied that the Treasurer's final report is correct, shall sign a statement of that fact at the end of the report.

## **ARTICLE VI CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments executed on behalf of the organization that are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) specifically designated by resolution of the Board of Directors.

**ARTICLE VII  
AMENDMENT TO BYLAWS**

The Executive Committee may amend, alter, or repeal the bylaws by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all members of the Executive Committee at least ten (10) days before the meeting.

**ARTICLE VIII  
DISSOLUTION**

The organization may be dissolved only with the authorization of its Executive Committee given at a special meeting called for that purpose and with the members' unanimous approval. In the event of the organization's dissolution, the assets shall be applied as determined by unanimous approval of the Executive Committee.

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Executive Committee.

**CERTIFICATION**

Martha Delgado, Secretary of Unidos Family Club, and Dana Zacccone, President of Unidos Family Club, certify that the preceding is a true and correct copy of the bylaws of the organization named above, duly updated and adopted by the Executive Committee in February 15, 2023.

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Dana Zacccone, President

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Date

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Martha Delgado, Secretary

\_\_\_\_\_  
Date