

**Bylaws of the  
CUPERTINO LANGUAGE IMMERSION PROGRAM  
COMMUNITY ORGANIZATION  
A California Public Benefit Corporation**

**ARTICLE 1  
CORPORATE NAME AND PURPOSE**

**SECTION 1. NAME**

The name of this corporation is the Cupertino Language Immersion Program Community Organization.

**SECTION 2. OFFICE OF THE CORPORATION**

The principal office for the transaction of the activities and affairs of this corporation is located at 6990 Melvin Drive, San Jose in Santa Clara County, California. The Board of Directors may change the location of the principal offices. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**SECTION 3. PURPOSE**

(a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

(b) The purpose of this corporation is to (1) to provide supplemental financial support to the Cupertino Language Immersion Program in the Cupertino Union School District; (2) to sustain and enrich the educational environment of students at the Cupertino Language Immersion Program; (3) to enhance the relationship between students, parents, teachers, and the school administration of the Cupertino Language Immersion Program; (4) to establish and maintain a strategy for program improvement in coordination with the Cupertino Union School District; and (5) to support other charitable and educational activities associated with the foregoing purposes as allowed by law.

(c) This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (2) a corporation, contributions to which are deductible

under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

#### **SECTION 4. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

#### **SECTION 5. DEDICATION OF ASSETS**

This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

### **ARTICLE 2 MEMBERS**

#### **SECTION 1. CLASSES AND QUALIFICATIONS OF MEMBERS**

This corporation shall have one class of members. The parents or legal guardians of a child enrolled in the Cupertino Language Immersion Program (CLIP) shall be members. All the parents and legal guardians of a child shall be considered a single member for purposes of these Bylaws. Parents or legal guardians of more than one child in CLIP shall be considered additional members for each additional child. Membership for parents and legal guardian shall terminate when all their children cease to be enrolled in CLIP.

#### **SECTION 2. RIGHTS OF MEMBERSHIP**

All members shall have the right to vote, as set forth in these Bylaws, on the election of directors for each grade by the members with children in that grade, on the disposition of all or substantially all of the corporation's assets, and on any election to dissolve the corporation. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

#### **SECTION 3. CALLING MEETINGS, NOTICE, AND QUORUM**

(a) The Board, or the president, or 5 percent or more of the members, may call a meeting of the members for any lawful purpose at any time.

(b) Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 60 days before the meeting date. The notice shall be given either through classroom folders, in person, by email, or by first-class mail. The notice shall specify the place, date, hour, and general nature of the matters to be discussed at the meeting.

(c) Twenty percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under this Section. For purposes of electing board members of each grade level, a quorum of the voting power is determined by reference to the number of members of that grade level alone because that is the voting power for that election.

#### SECTION 4. ACTION BY WRITTEN BALLOT

(a) Any action that members may take at any meeting of members may also be taken without a meeting by complying with this Section.

(b) Each member is entitled to one vote on the matter. The ballots may be distributed by first-class mail, emailed, delivered in person, or through classroom folders. Ballots for election of director of a particular grade level shall be distributed to members of that grade level and members of that grade level shall elect directors for that grade level.

(c) Each ballot shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation. Ballots may be distributed for votes at meetings of the members for return during the meeting.

(d) Approval by written ballot shall be valid only when the number of approvals equals or exceeds fifty percent (50%) of the total number of members of the corporation eligible to vote on that matter (eg, 50% of all members for general matters but 50% of grade members for director elections for that grade).

### ARTICLE 3 DIRECTORS

#### SECTION 1. NUMBER

(a) The voting members of the Board of Directors shall consist of at least nine (9) but no more than eighteen (18) directors. The members of each grade shall be entitled to elect two representatives from among themselves to serve as directors for staggered two-year terms, except that at the discretion of the board any grade containing fewer than

thirty (30) students may elect a single representative. All directors must be members in good standing with the corporation.

(b) The ex officio members of the Board of Directors shall also include the school principal of each CUSD school that has CLIP students, or a designated representative, a representative of the CUSD administration (a CLIP director or teacher on special assignment), and two non-administrative CLIP faculty representatives from each CUSD school that has CLIP students. The ex officio members of the Board of Directors shall serve as non-voting advisory members of the board. Advisory board members shall not be counted in the total number of directors as designated in part (a) of this section for quorum purposes.

## SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## SECTION 3. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Advocate on behalf of and act in the interests of all members, not just those of the respective grade which elected the director;

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(d) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(e) Meet at such times and places as required by these Bylaws;

(f) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

## SECTION 4. MANNER OF SELECTION AND TERM OF OFFICE

In order to ensure continuity on the board, election of directors shall be staggered. Normally, a grade shall elect a single director each year to serve for a two (2)

year term, so that at any one time there will be two directors representing each grade. However, for the first elected board for each incoming kindergarten class, and whenever there has been a vacancy, the grades shall elect two directors, one for one (1) year, and one for two (2) years. Any vacancy in any director positions may be filled by the Board to serve until the next member election of directors is held.

#### SECTION 5. COMPENSATION

No director shall receive, directly or indirectly, any compensation for his or her services as a director. The Board may authorize advancement or reimbursement of actual and necessary expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

#### SECTION 6. PLACE OF MEETINGS

Regular meetings of the Board of Directors may be held at any place within or without Santa Clara County that has been designated from time to time by resolution of the Board. Special meetings of the Board may be held at any place within Santa Clara County that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

#### SECTION 7. REGULAR AND SPECIAL MEETINGS

(a) Meetings of the Board of Directors shall be held at least once a month at a regular day and hour, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour on the following Thursday.

(b) Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at a place, within Santa Clara County, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

(c) Regular and special meetings shall be open to all members, but closed to the general public except with permission of the board.

#### SECTION 8. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days notice by first-class mail or by notice in person, by telephone, email, or through student folders delivered at least forty-eight (48) hours in advance of the meeting. If sent by mail, email, or student folders, the notice shall

be deemed to be delivered on its deposit in the mails or on its sending through the Internet or its placing in the student folders.

#### SECTION 9. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

#### SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### SECTION 11. QUORUM FOR MEETINGS

(a) A quorum shall consist of a majority of the current-voting directors.

(b) If a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting.

(c) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

#### SECTION 12. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law require a greater percentage or different voting rules for approval of a matter by the board.

#### SECTION 13. CONDUCT OF MEETINGS

(a) Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by a Vice President of the corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors

present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

(b) Meetings may 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 provisions of law.

#### SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

(a) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Email shall be considered a valid form of written consent.

(b) For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law, or any ex officio director. Such written consent or consents by email or otherwise shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

#### SECTION 15. VACANCIES

(a) Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director.

(b) The Board of Directors may declare vacant the office of a director who has (1) repeatedly failed to perform his or her duties as a director of the corporation; (2) failed to regularly attend board meetings and other CLIP functions; (3) violated these Bylaws or the Articles of Incorporation of the corporation; or (4) been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5231 and following of the California Nonprofit Public Benefit Corporation Law.

(c) Directors may be removed without cause by a majority of all members by written ballot or by vote of a majority of the votes represented at a membership meeting at which a quorum is present.



(d) Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

(e) Vacancies on the board may be filled by approval of members of the respective grade at a member meeting or through written ballot.

(f) A person elected to fill a vacancy as provided by this Section shall hold office until the expiration of the term of the director whose vacancy was filled, or until his or her death, resignation or removal from office.

#### SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.



## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, Vice President, Secretary, a Chief Financial Officer who shall be designated the Treasurer, and a Vice Treasurer. The corporation may also have, as determined by the Board of Directors, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, Volunteer Coordinators, or other officers. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may concurrently serve as the President.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Only members may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, is removed, ceases to be a member because of failure to have a child in CLIP, or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first. However, a President should be replaced every two years absent extraordinary justification for extended terms.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other agents as it may deem desirable, and such agents shall have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the 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 on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

(a) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

(b) Prepare minutes of each board meeting and post them within two weeks following the respective board meeting.

(c) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(e) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or

by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(c) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(d) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

(e) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

(f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(g) 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 of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 10. DUTIES OF VICE TREASURER

The Vice Treasurer shall assist the Treasurer in performing his or her assigned duties as needed, and perform the duties of the treasurer in his or her absence.

#### SECTION 11. COMPENSATION

No officer shall receive, directly or indirectly, any compensation for his or her services as an officer. The Board may authorize advancement or reimbursement of actual and necessary expenses incurred in the performance of their regular duties as specified in this Article.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. COMMITTEE APPOINTMENTS AND DELEGATION OF AUTHORITY**

The Board of Directors may, by a majority vote of directors, designate any committee and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of a majority of Board of Directors.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the members thereof.
- (f) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
- (g) By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6 FUNDRAISING AND DONATIONS**

### **SECTION 1. FUNDRAISING ACTIVITIES**

The corporation may engage in a wide variety of fundraising activities, including but not limited to:

- (a) Soliciting direct donations from members;
- (b) Applying for grants and soliciting donations outside sources such as corporations, charitable foundations, individuals, groups, and government agencies;
- (c) Selling SCRIP and other merchandise;
- (d) Organizing fundraising events.

## SECTION 2. DONATIONS

The corporation can at its discretion accept donations earmarked for a specific purpose.

# **ARTICLE 7 COMMUNICATION AND INFORMATION**

## SECTION 1. NEWSLETTERS, FLYERS, DIRECTORY

The corporation may work with school staff to regularly publish a newsletter for the CLIP community, along with flyers for special events, a school year calendar, and an annual directory listing the contact information of all members.

## SECTION 2. WEBSITE

The corporation shall establish one or more web communications channels. The web communications channels may provide information on the corporation and the Cupertino Language Immersion Program. These Bylaws, along with the agenda and minutes of each board meeting, shall be posted on the web for inspection by members. Newsletters and special event information may also be made available to members on the web. The web communications channels may include but not be limited to forums and online chatrooms to enable all members of the CLIP community to communicate and express opinions on various issues related to the program. Any forums and online chatrooms shall be closed to persons outside the CLIP community.

## SECTION 3. SURVEY

Each year the board may conduct a survey of members to receive feedback on ways to improve CLIP, the corporation, and the functions of the board. Members will be able to express opinions and concerns regarding issues related to the program, including the curriculum, administration, and parent involvement. The board will prepare the survey with parent and CLIP staff input.

**ARTICLE 8  
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by at least two (2) officers of the corporation. Those officers authorized to sign on behalf of the corporation shall be the Treasurer, the President, the Vice President, and the Secretary.

**SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 9  
CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director and member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## SECTION 5. ANNUAL REPORT

(a) The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors which shall contain the following information in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;



(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(5) Any information required by Section 6 of this Article.

(b) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

#### SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS

(a) This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation was a party, and in which either a director or officer of the corporation had a direct or indirect material financial interest.

(b) The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIVE THOUSAND DOLLARS (\$5,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIVE THOUSAND DOLLARS (\$5,000).

(c) Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TWO THOUSAND DOLLARS (\$2,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the directors pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

(d) Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

### ARTICLE 10 FISCAL YEAR AND BUDGET

#### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

## SECTION 2. THE BUDGET

The budget shall be coordinated by the Board of Directors with CUSD personnel and all curriculum advisory committees for each campus that has CLIP students. The Board of Directors, through the President, shall elicit spending priorities for consideration by the Board of Directors in conformance with the Purposes of the corporation under Article 1, Section 3. Expenditures shall be reviewed, modified, supplemented and approved by the Board of Directors. The budget shall identify the funds needed to be raised for the next fiscal year and how those funds will be spent. The budget may also include funds to be raised for long-range goals, reserves, and long-term projects. The budget must adhere to the goals of the program and be consistent with these Bylaws. As necessary, the Board may approve amendments to the budget and items of expenditure at any time during the year.

## SECTION 3. BUDGETARY ITEMS

In preparation of the budget, the Board shall hold at least two Board meetings to discuss budgetary items. These meetings shall be open to all members, and member input shall be encouraged. Budgetary items which are basic needs of the program such as Mandarin curriculum development, Mandarin materials, and Mandarin teacher training will be funded as a priority over all other budgetary items.

## ARTICLE 11 AMENDMENT OF BYLAWS AND ARTICLES

### SECTION 1. AMENDMENT BY MEMBERS

Subject to any provision of law applicable to the amendment of Bylaws or Articles of Incorporation of public benefit nonprofit corporations, these Bylaws and/or the Articles of Incorporation of the corporation, or any part of them, may be altered, amended, or repealed and new Bylaws and/or Articles of Incorporation adopted with approval of a majority of all members of this corporation.

### SECTION 2. AMENDMENT BY BOARD

Subject to any provision of law applicable to the amendment of Bylaws or Articles of Incorporation of public benefit nonprofit corporations and except for alterations, amendments or repeals that would materially and adversely affect the rights of members as to voting, the bylaws may be altered, amended or repealed by the Board.

**ARTICLE 12**  
**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated:

  
Secretary of the Corporation

## **CLIPCO Bylaws Addendum (Approved 8/15/17)**

### **Board Member Duties**

- Manage and maintain grade-level email group (yahoo/google). Update annually. Add new families, update new addresses.
- Communicate with your grade during Direct Give Contest, send updates from CLIPCO, follow up with families to encourage donations.
- Join and participate in at least one subcommittee.
- Represent CLIPCO during Back to School Night (see BTSN notes).
- Act as liaison between parents in your grade and the CLIPCO board.
- Identify potential replacements and recruit for a replacement for your role prior to your term expiring.
- Other duties as needed

### **Committee Chair Duties**

- Committee chair and committee members do not need to be on the CLIPCO Board of Directors.
- Attend board meetings or have selected representative attend board meeting as needed to report to board.
- Set budget for your committee for the school year
- Sign off on reimbursements for your committee members.
- Recruit committee members.
- Document project plans, event planning, responsibilities, timelines, processes, etc.