



# BYLAWS

2021 - 2022

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**BYLAWS OF  
REDWOOD PARENTS NURSERY SCHOOL  
A California Nonprofit Corporation**

**ARTICLE I NAME**

The name of this corporation, which is a non-profit corporation organized under the Nonprofit Corporation Act of the State of California, shall be REDWOOD PARENTS NURSERY SCHOOL (hereinafter "Corporation").

**ARTICLE II PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Corporation is located at 3997 Jefferson Avenue, Emerald Hills, CA 94062 in San Mateo County. The Board of Directors (the "Board") may change the principal office from one location to another or may add such other offices as the Board determines from time to time. Any change of this location or addition thereto shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE III PURPOSE**

**General Purpose:** The Corporation is organized and operated for the following general purposes:

- A. Exclusively for the educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- B. To exercise the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of California, which are consistent with the preceding paragraph.

**Specific Purposes:** The specific purposes of the Corporation include, without limitation, the following:

- A. To operate and conduct a play-based, parent participation nursery school (hereinafter "School");
- B. To provide a developmentally appropriate educational experience under the supervision of trained staff, in a safe and nurturing environment for children and their parents;
- C. To support and educate parents of preschool children on child development and parenting;
- D. To do all acts necessary or expedient for the attainment of said purposes permitted by the laws of the State of California.

**ARTICLE IV POLICY**

This Corporation shall be non-profit and shall not discriminate against students or applicants for enrollment on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age or sexual orientation. This Corporation is an Equal Opportunity Employer. It does not discriminate against employees or applicants for employment on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age or sexual orientation.

No commercial enterprise nor any political candidate shall be endorsed by the Corporation. Neither the name of this Corporation nor its officers in their official capacities shall be used in connection with a commercial concern or with any partisan interest, for individual profit, or for other than the regular work of the Corporation.

All property owned by the Corporation is and shall be irrevocably dedicated to a school of less than college grade and specifically for educational nursery school purposes. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Bylaws, such property will not inure to the benefit of any private person except a fund, foundation, or corporation organized and operated for educational, religious, hospital, scientific or charitable purposes which shall qualify for the "Welfare Exemption" provided for in Section 214 of the Revenue and Taxation Code of the State of California. Such an organization must qualify under Section 501(c)(3) of the Internal Revenue Code and must be located in San Mateo County.

## **ARTICLE V MEMBERSHIP**

### **SECTION 1 PARENT MEMBERS**

- A. The parents or legal guardians of any child enrolled in the School shall become a member of the Corporation.
- B. Members agree to serve the purposes and goals of the Corporation and agree to abide by these Bylaws and the Rules & Procedures of the Corporation as amended from time to time.
- C. Kinds of Parent Members
  - 1. Active: Those members whose children are currently enrolled in the School.
    - a. Participating: those who assist at the School as specified in the Rules & Procedures.
    - b. Non-participating: those who do not assist at School due to illness or dire need, but who otherwise qualify in all respects. The number of non-participating members shall be limited and as specified in the Rules & Procedures.
  - 2. Alumni: Any non-active member who graduated from School as a child member or has a child who has graduated out of the Pre-K class.

### **SECTION 2 RIGHTS OF MEMBERS**

- A. Any member may inspect the books and records of the Corporation and may hold an Elective, Appointive or Standing Committee office in the Corporation as described in Article XI, provided they meet the requirements of that office.
- B. Alumni members may hold an Appointive or Standing Committee office in the Corporation, as described in Article XI, provided they meet the requirements of that office. Alumni members are not entitled to a vote.

### **SECTION 3 DUTIES AND RESPONSIBILITIES OF MEMBERS**

- A. Members are required to satisfy all financial obligations, including, but not limited to the payment of tuition, fees and fines as set forth herein these Bylaws and in the Rules & Procedures and as otherwise determined by the Board, in a timely manner.
- B. Members are required to timely comply with all duties and responsibilities as set forth herein these Bylaws and in the Rules & Procedures.
- C. Members are bound by the provisions set forth herein these Bylaws and in the Rules & Procedures, the Membership Agreement and by decisions duly made by the Board.

## **SECTION 4 VOTING RIGHTS**

Upon Board recommendation, all material to be voted upon must be posted at least two (2) weeks in advance of voting. Posting shall take place at School and online. All active members, whether participating or non-participating are entitled to one (1) vote per family in all proceedings wherein a members vote is required, regardless of the number of children enrolled in the School by said family. Voting by the members may take place at an All School Meeting, as described in the Rules & Procedures. Voting may be taken by voice, by a show of hands or by written ballot. A two-thirds (2/3) majority vote of the members present at an All School Meeting is required for approval. In the event there is not an All School Meeting scheduled within one month of posting or due to a limited time restraint, voting may occur online. A two-thirds (2/3) majority vote of the members is required for online voting.

## **SECTION 5 TERMINATION OF MEMBERSHIP**

**Causes of Termination:** The membership of any member shall terminate upon occurrence of any of the following:

- A. The voluntary resignation of the member;
- B. When a membership is issued for a period of time, the expiration of such period of time;
- C. The death of a member;
- D. The nonpayment of tuition, fees and/or fines, subject to the limitations set forth in these Bylaws and the Rules & Procedures;
- E. The determination by the Board or a committee designated to make such determination that the member has failed in material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

**Procedure for Expulsion:** The Corporation must follow the expulsion procedure mandated by Corporations Code Section 5341, as amended.

## **SECTION 6 CHILD MEMBERS**

Any child shall be eligible for enrollment provided he or she meets the guidelines specified in the Rules & Procedures. Enrollment of a child shall terminate automatically upon parents' resignation or termination of membership.

## **ARTICLE VI TUITION, FEES AND FINES**

### **SECTION 1 TUITION, FEES AND FINES**

- A. The Board is responsible for assuring that tuition, fees and fines are in keeping with the non-profit and cooperative nature of the Corporation as outlined in Article IV.
- B. The tuition, fees and fines to cover operational costs of the School shall be as specified in the Rules & Procedures.

### **SECTION 2 CHANGE OF TUITION, FEES AND FINES**

The amount of tuition, fees and fines, as set forth in the Rules & Procedures, may be changed by a two-thirds (2/3) majority vote of those members present at an All School Meeting or as specified in Article V.

### **SECTION 3 USE OF TUITION, FEES AND FINES**

All tuition, fees, fines and other proceeds of the Corporation are to be used for the immediate or future expenses of the Corporation.

## **ARTICLE VII MEETINGS OF MEMBERS**

### **SECTION 1 PLACE OF MEETING**

Membership meetings shall be held at any place designated by the Board, so long as it is within the County of San Mateo, California. In the absence of any such designation, membership meetings shall be held at the principal office of the Corporation.

### **SECTION 2 ANNUAL ALL SCHOOL MEETINGS**

At least one (1) All School Meeting of the membership shall be held each year on a date(s) fixed by the Executive Director as provided herein this Article VII.

### **SECTION 3 SPECIAL MEETINGS**

A special membership meeting may be called for any lawful purpose, at any time (i) by a majority of the Board, (ii) by the President, or (iii) by a majority of the active members of the Corporation.

### **SECTION 4 NOTICE OF MEMBERSHIP MEETINGS**

Notices of all school and special meetings shall be posted at School, or sent by mail, facsimile, or other means of electronic communications, personally delivered to each member not less than ten (10) days in advance or included on the annual "Redwood Parents Nursery School Calendar". Said notice shall specify the place, date, and hour of the meeting and in the case of a special meeting, the general nature of the business to be transacted. In the case of a specially called meeting by the members of the School, notice that a meeting will be held at a time requested by the person(s) calling the meeting, not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person(s), by the President shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

### **SECTION 5 ADJOURNMENTS**

Any membership meeting, all school or special, may be adjourned from time to time by the vote of the majority of the members present. No meeting of members may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for the meeting or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

### **SECTION 6 WAIVERS, CONSENTS AND APPROVALS**

The transactions of any membership meetings, however called and noticed, and wherever held, shall be as valid as performed at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **SECTION 7 QUORUM**

**Percentage required:** A simple majority, fifty-one percent (51%) of the members shall constitute a quorum for the transaction of business at a meeting of the members.

**Loss of Quorum:** Every act or decision done or made by a majority of the members present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the membership, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws.

## **ARTICLE VIII BOARD OF DIRECTORS**

### **SECTION 1 NUMBER OF DIRECTORS**

The number of Directors constituting the entire Board shall be a minimum of twelve (12) and a maximum of twenty (20), as fixed by resolution of the Board. Subject to the foregoing, the number of Directors may be determined from time to time by action of the Board, provided that any action by the Board to effect such an increase above the maximum or decrease below the minimum shall require a two-thirds (2/3) majority vote of all Directors then in office. No decrease in the number of Directors shall shorten the term of any Director then in office. With a two-thirds (2/3) majority vote of the Board, a board position may be held by more than one Director (job share) provided it shall be filled in accordance with the Bylaws. In the event of job sharing, the Directors sharing shall have a total of one (1) vote between or among them for each board position.

### **SECTION 2 QUALIFICATIONS**

The Directors of the Corporation shall be residents of the State of California and members in good standing of the Corporation. No person who is holding public office is eligible to be a Director. Each Director shall be at least 18 years of age.

### **SECTION 3 TERM OF OFFICE**

Each Director shall hold office for a period of one (1) year, except for the 1<sup>st</sup> Vice President, Assistant to the President, who shall hold said office for one (1) year and then become President the year following year. Said term shall commence the day following the close of the previous school year and shall end one (1) year thereafter. All Directors shall hold office until the expiration of the term for which each was elected or until a successor has been duly elected and qualified.

### **SECTION 4 NOMINATIONS**

Any person qualified to be a Director of the Corporation under these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. All nominations shall be submitted to the 2<sup>nd</sup> Vice President, Operations by no later than the date determined each year by the Board.

### **SECTION 5 ELECTION**

- A. Robert's Rules of Order shall govern the nomination and election procedures.
- B. Election of Directors shall be held annually at the All School Meeting in the Spring.
- C. Voting will be taken by written ballot
- D. Installation of Directors is to be held at the Joint Board Meeting in May or June as determined annually by Board.
- E. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these Bylaws and provided there is not another qualified candidate running for the office.



## SECTION 6 COMPENSATION

The Directors shall serve without compensation, other than reasonable reimbursement of expenses.

## SECTION 7 MEETINGS OF THE BOARD OF DIRECTORS

- A. **Call of Meetings:** Meetings of the Board may be called by the President or any Vice President or the Secretary or any two (2) Directors. Meetings of the Board are open to all members of the Corporation, unless closed to discuss personnel issues, e.g. the Executive Director's and/or Teacher's annual evaluations.
- B. **Place and Number of Meetings:** All meetings of the Board shall be held at any place designated by the Board, so long as it is within the County of San Mateo, California. In the absence of any such designation, meetings shall be held at the principal office of the Corporation. The Board shall hold at least nine (9) regular scheduled meetings each school year.
- C. **Time of Regular Meetings:** Regular meetings of Board shall be held, without call or notice, on date(s) and at time(s) specified on the Annual School Calendar.
- D. **Special Meetings:** Special meetings of the Board may be called by the President, or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, or twenty-four (24) hours' notice delivered personally, by telephone, by electronic mail or other means of electronic communication.
- E. **Joint Meeting:** A joint meeting of the outgoing and incoming Directors shall be held in May or June as determined each year by a vote of the Board. All official records and board binders shall be turned over to the incoming Directors by no later than the close of school. Each Director shall be required to surrender their records and binders promptly and in good and up to date order. Directors who have keys to the school are to turn them into the Executive Director who will then distribute them to the incoming Directors.
- F. **Quorum:** A simple majority, fifty-one percent (51%) of the authorized number of Directors constitutes a quorum of the Board. A quorum shall be present for the transaction of business at a meeting of the Board. The Directors who are authorized to vote are set forth in Article XI. Every act done or decision made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws.

Under special circumstances, approved by the President, a Director may participate in a meeting of the Board by means of a conference telephone call, or similar communications equipment, provided all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

- G. **Presumption of Assent:** A Director who is present at any meeting of the Board, or a committee of which the Director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the person acting as the Secretary of the meeting before or promptly after the adjournment thereof. A Director who is absent from a meeting of the Board, or a committee of which the Director is a member, at which any such action is taken is presumed to have concurred in the action unless the Director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.
- H. **Adjournment:** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given to the Directors who were not present at the time of the adjournment.
- I. **Action Without Meeting:** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action, including by electronic consent. Such consent or consents shall be filed with the regular minutes of the Board meeting. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

## **ARTICLE IX DIRECTORS**

### **SECTION 1 POWERS**

**General corporate powers:** Subject to any limitations of the Articles of Incorporation, the California Nonprofit Corporation Act or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the authority of the Board of Directors.

**Specific powers:** Without prejudice to these general powers, and subject to the same limitations, the Board of Directors of the Corporation (hereinafter "Directors") shall have the power to:

- A. To appoint and remove all officers of the Corporation subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for Directors that are consistent with law, with the Articles of Incorporation, or with these Bylaws.
- B. To conduct, manage and control the affairs and activities of the Corporation and to make such policies, rules and regulations therefor, except in matters where membership vote is specified by these Bylaws and that are consistent with the law, the Articles of Incorporation, and with these Bylaws.
- C. To designate any place for the holding of any members' meeting or Board meetings, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt, make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of the law.
- D. To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, hypothecations, and other evidences of debt and securities thereof.
- E. To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.
- F. To create such trusts, foundations, and subsidiaries, as the Board shall deem necessary and to appoint the trustees, officers, or other governing officials of such legal entities.
- G. To hire and evaluate the Executive Director, staff and teachers of the Corporation.
- H. To establish, with approval as voted by membership, tuition, fees and fines of the Corporation.

### **SECTION 2 VACANCIES IN OFFICE**

A vacancy or vacancies on the Board shall be deemed to exist due to the occurrence of the following:

- A. If a Director of the Board is flagrantly negligent in performing the duties of office, the office may be declared vacant by a two-thirds (2/3) majority vote of the Board, voting by written ballot. A successor will be appointed as described herein Section 4.
- B. If a Director misses more than two (2) scheduled monthly board meetings in any one school year, for reasons, which the remaining Directors may determine to be insufficient, they may become a Director in bad standing, and the board position may be declared vacant by a two-thirds (2/3) majority vote of the Board, voting by written ballot.
- C. The death or resignation of a Director. Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the resignation to elect a successor to take office as of the date when the resignation becomes effective.
- D. Vacancies in office shall be filled by appointment of the President and ratified by a simple majority vote of the Board. Such officers shall hold office until the close of the current school year.

## **ARTICLE X EXECUTIVE COMMITTEES**

### **SECTION 1 EXECUTIVE COMMITTEES OF DIRECTORS**

The Board may appoint one or more executive committees, each consisting of two (2) or more Directors, to serve at the direction of the Board. Any executive committee, to the extent provided in the resolution of the Board shall have all of the authority of the Board, except that no executive committee, regardless of the Board resolution may:

- A. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- B. Fill vacancies on the Board or on any executive committee, which has the authority of the Board;
- C. Fix compensation of the Directors for serving on the Board or on any executive committee;
- D. Amend or repeal Bylaws or adopt new Bylaws;
- E. Amend or repeal any resolution of the Board, which by its express terms is not so amendable or repealable;
- F. Appoint any other executive committees of the Board or the members of these executive committees;
- G. Expend corporate funds to support a nominee for Director after there are more people nominated for Director that can be elected;
- H. Approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more of its Directors, or between the Corporation and any person in which one or more of its Directors have a material financial interest.

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

Executive committee meetings and action of executive committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the executive committee and its members for the Board and its members. The time for regular meetings of executive committees may be determined either by resolution of the Board or by resolution of the executive committee. Minutes shall be kept of each meeting of any executive committee and shall be filed with the corporate records. The Board may adopt rules for the government of any executive committee, which are consistent with the provisions of these Bylaws.

## **ARTICLE XI OFFICERS**

The officers of the Corporation shall serve as members of the Board and shall be the President; 1<sup>st</sup> Vice President, Assistant to President; 2<sup>nd</sup> Vice President, Operations; 3<sup>rd</sup> Vice President, Membership; Secretary; and Treasurer. The Corporation may also have, at the discretion of the Board, such other officers as may be appointed in accordance with the provisions of Sections 2 and 3 of this Article XI. Any number of offices may be held by the same person, except that, neither the Secretary nor the Treasurer may serve concurrently as the President. All officers must be Directors of the Corporation, except the Treasurer who need not be a Director or member of the Corporation.

### **SECTION 1 ELECTIVE OFFICERS**

- A. Shall be elected by the general membership as set forth in Article X.
- B. Shall be the President; 1<sup>st</sup> Vice President, Assistant to the President; 2<sup>nd</sup> Vice President, Operations; 3<sup>rd</sup> Vice President, Membership; Secretary; Treasurer.
- C. Shall have one (1) vote for the transaction of business at Board meetings.

D. Will attend at least nine (9) monthly Board meetings per school year.

## **SECTION 2 APPOINTIVE OFFICERS**

- A. At the first Board meeting of the school year the President shall make appointments, upon the approval by a majority vote of the Elective Officers.
- B. Building Maintenance, Auction Dinner Event and Fundraising and shall serve as chairpersons of coordinating committees.
- C. Will fulfill special functions such as San Mateo Council Representative.
- D. Shall have one (1) vote for the transaction of business at Board meetings.
- E. Will attend at least nine (9) monthly Board meetings per school year.

## **SECTION 3 STANDING COMMITTEE OFFICERS**

- A. At the first Board meeting of the school year the President shall make appointments, upon the approval by a majority vote of the Elective and Appointive Officers.
- B. Maintenance, Auction Donations, Purchasing and Halloween Carnival shall serve as chairpersons of coordinating committees.
- C. Will fulfill special functions such as Publicity, Technology, Membership Technology and Safety.
- D. Shall not have a vote for the transaction of business at Board meetings.
- E. Will occasionally attend Board meetings as required by the Board.

## **SECTION 4 ELECTION OF OFFICERS**

The officers of the Corporation, except those appointed in accordance with the provisions of Sections 2 & 3 of Article IX, shall be elected by the members as provided by Article VIII.

## **SECTION 5 VACANCIES OF OFFICERS**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for appointments to that office.

## **SECTION 6 RESPONSIBILITIES OF ELECTED OFFICERS**

- A. **President:** The President shall be the chief executive and operating officer of the Corporation and shall preside at all Board meetings; appoint, with the approval of the Board, the Appointive and Standing Committee officers; cast a vote only when voting is by written ballot and in the case of a tie; and perform all functions as described in the President's Job Description.
- B. **1<sup>st</sup> Vice President, Assistant to President:** At the request of the President, or in the President's absence or disability, the 1<sup>st</sup> Vice President shall perform all the duties of the President. Shall take the office of the President the following year. Shall serve as the parliamentary authority to the Board; organizes community outreach programs; and shall perform all functions as described in the 1<sup>st</sup> Vice President, Assistant to the President Job Description.
- C. **2<sup>nd</sup> Vice President, Operations:** Facilitates election procedures of Board members and implements annual Board, School and staff evaluations. Oversees Graduation Committee; planning of annual graduation event; and shall perform all functions as described in the 2<sup>ND</sup> Vice President, Operations Job Description.

- D. **3<sup>RD</sup> Vice President, Membership:** Shall serve as chief registrar for the School; shall represent the School at community preschool preview nights; facilitate annual School Open House; and shall perform all functions as described in the 3<sup>rd</sup> Vice President, Membership Job Description.
- E. **Secretary:** Shall keep minutes of all Board meetings; maintain the corporate files and the Board files; facilitate Scholastic Book orders; maintain School Library; attend to all correspondence of the Corporation; and shall perform all functions as described in the Secretary Job Description.
- F. **Treasurer:** The Treasurer maintains the fiscal operations for the school along with the Bookkeeper, Director and CPA; is responsible for collection and posting of tuition, donations, fundraising and other income; participates on Scholarship Committee; and shall perform all functions as described in the Treasurer Job Description.

## **ARTICLE XII STAFF**

### **SECTION 1 EXECUTIVE DIRECTOR**

- A. **Qualifications:** The Executive Board shall hire, by a two-thirds (2/3) majority vote, an Executive Director who meets the qualifications as to health, education, experience, character, etc., as set by the Board.
- B. **Responsibilities:** The Executive Director's duties shall be determined by the Board and shall be stated in the Executive Director's job description.
- C. **Evaluation:** Shall be made annually by the teachers and Board members prior to the March Board meeting so that at said March meeting the Board may evaluate, summarize and recommend whether or not to rehire the Executive Director. Either the Executive Director or the Board may request a consultant be present as needed.
  - 1. The recommendation to rehire should be presented to the incoming Board at the joint board meeting in May.
  - 2. The 2<sup>nd</sup> Vice President, Operations, should prepare and present a typed summary of the evaluation to the Executive Director, with a copy to the President's file for future reference.

### **SECTION 2 TEACHERS**

- A. Hiring
  - 1. A hiring committee shall include the Executive Director, President, 2<sup>nd</sup> Vice President, Operations and a four (4) person committee which will include teachers on staff and Board members.
  - 2. All teachers shall be hired by the Board on the recommendation of the above described hiring committee.
- B. Qualifications, objectives, duties and responsibilities of employment shall be as described in Teacher Job Description.
- C. Annual evaluations of ALL teachers, the program and Board members shall be made prior to January 31<sup>st</sup> by the active members under the supervision of the 2<sup>nd</sup> Vice President, Operations and under the direction of the Executive Director and the Board.
- D. Staff year end bonuses shall be recommended by the 1<sup>st</sup> Vice President, Assistant to the President, for consideration by the Board at the April Board meeting. Said year end bonuses shall be based on the current financial condition of the Corporation.

## **ARTICLE XIII INDEMNIFICATION**

### **SECTION 1 DEFINITIONS**

For the purpose of this Article,

- A. "Agent" means any person who is or was a Director, officer, staff, or other agent of this Corporation, or is or was serving at the request of the Corporation as a Director, officer, staff, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, staff, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- B. "Proceeding" means any threatened, pending, or completed action, claim, suit or proceeding, whether civil, criminal, administrative, or investigative; and
- C. "Expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or Proceedings against any Agent by reason of their position or relationship as Agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### **SECTION 2 SUCCESSFUL DEFENSE BY AGENT**

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any Proceeding referred to in this Article, or in the defense of any Proceeding therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection with the Proceeding. If an Agent either settles any such Proceeding or sustains a judgment rendered against them, then the provisions herein Section 3 through 5 shall determine whether the Agent is entitled to indemnification.

### **SECTION 3 ACTIONS BY PERSONS OTHER THAN THE CORPORATION**

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Proceeding other than the action brought by, or on behalf of, this Corporation, or by any officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all Expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding.

### **SECTION 4 ACTIONS BY OR ON BEHALF OF THE CORPORATION**

- A. **Claims settled out of court.** If any Agent settles or otherwise disposes of a Proceeding brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any Expenses incurred in defending against the Proceeding, unless it is settled with the approval of the Attorney General.
- B. **Claims and suits awarded against Agent.** This Corporation shall indemnify any Agent who was or is a party or is threatened to be a party to any Proceeding brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all Expenses actually and reasonably incurred in connection with the defense of that Proceeding, provided that both of the following are met:
  - 1. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
  - 2. Upon application, the court in which the Proceeding was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

## SECTION 5 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an Agent in Sections 3 and 4 above is conditioned on the following:

- A. **Required standard of conduct.** The Agent seeking indemnification must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any Proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the Agent must have had no reasonable cause to believe that his conduct was unlawful.
- B. **Manner of determination of good faith conduct.** The determination that the Agent did act in a manner complying with Paragraph A. above shall be made by:
1. The Board, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
  2. The members, by an affirmative vote of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitutes a majority of the quorum); or
  3. The court in which the Proceeding is or was pending, provided that such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

## SECTION 6 LIMITATIONS

Notwithstanding anything herein to the contrary, no indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5 (B)(3), in any circumstance when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members adopted prior to the alleged course of action asserted in the Proceeding, or an agreement in effect at the time of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits such indemnification or advancement; or
- B. That the indemnification and advance would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## SECTION 7 ADVANCE OF EXPENSES

Expenses incurred in defending any Proceeding may be advanced by the Corporation before the final disposition of the Proceeding on receipt of any undertaking by or on behalf of the Agent to repay the full amount of the advance if it ultimately is determined that the Agent is not entitled to be indemnified as authorized in this Article.

## SECTION 8 INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the Agent, whether or not this Corporation would have the power to indemnify the Agent against such liability under the provisions of this Article.

## **ARTICLE XIV RECORDS AND REPORTS**

### **SECTION 1 MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Minutes in written form of the proceedings of its members, Board, and executive committees of the Board;
- C. A record of its members, giving their names and addresses and the class of membership held by each;
- D. All such records shall be kept at the Corporation's principal office.

### **SECTION 2 MEMBERS' INSPECTION RIGHTS**

- A. Any member of the Corporation may inspect and copy the records of member names and addresses and voting rights:
  - 1. During usual business hours with five (5) days' prior written demand of the Corporation, stating the purpose for which the inspection rights are requested; or
  - 2. Obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled; and
- B. Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such a person's interest as a member.
- C. Any inspection and copying under this section may be made in person or by an Agent or attorney of the member; the right of inspection includes the right to copy and make extracts.

### **SECTION 3 MAINTENANCE & INSPECTION OF ARTICLES & BYLAWS**

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

### **SECTION 4 INSPECTION BY DIRECTORS**

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person, or by an Agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.



## **ARTICLE XV 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. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

## **ARTICLE XVI AMENDMENTS**

### **SECTION 1 AMENDMENT BY MEMBERS**

- A. New Bylaws may be adopted or these Bylaws may be amended or repealed by two-thirds (2/3) majority vote of the membership present at an All School meeting, or as specified in Article V.
- B. The Bylaws and Rules & Procedures should be reviewed annually and revised as necessary.

### **SECTION 2 AMENDMENT BY DIRECTORS**

Subject to the rights of members under Section 1 of this Article XVI and the limitations set forth below, the Board may adopt, amend or repeal the Bylaws. Such power is subject to the following limitations:

- A. The limitation set forth in Section 1 on the members' power to adopt, amend or repeal the Bylaws shall apply to actions by the Board.
- B. The Board may not amend a Bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors.
- C. The Board may not adopt or amend the Bylaw provisions concerning the following subjects without the approval of the members:
  - 1. Any provision increasing the terms of Directors;
  - 2. Any provision allowing one (1) or more Directors to hold office by designation or selection rather than election by the members;
  - 3. Any provision giving the Board power to fill vacancies on the Board created by removal of Directors;
  - 4. Any provision increasing the quorum for members' meetings;
  - 5. Any provision repealing, restricting, creating or expanding proxy rights.

**CERTIFICATE OF SECRETARY  
Of  
REDWOOD PARENTS NURSERY SCHOOL,  
A CALIFORNIA NONPROFIT CORPORATION**

I, the undersigned, hereby certify that I am the presently elected and acting Secretary of REDWOOD PARENTS NURSERY SCHOOL, a California nonprofit corporation, and the above Bylaws, consisting of 17 pages, are the Bylaws of this Corporation as adopted at a vote of the members held on October 14, 2015 to October 27, 2015 which Bylaws were amended by a vote of the members on May 31, 2016, which Bylaws were amended by a vote of the members on May 28, 2021.

**Dated:  
Secretary**

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Danielle Kammerer