

BY-LAWS OF THE MISSION VALLEY SCHOOL ASSOCIATION (MVSA)

Article I: Name

Section 1. The name of this organization shall be the Mission Valley School Association hereinafter referred to as “the MVSA”.

Article II: Objective

Section 1. The objective of the MVSA is to support the Mission Valley School, encourage better communication between parents and teachers of Mission Valley School Students, and raise funds in order to provide additional educational benefits beyond those provided by the Fremont Unified School District.

Section 2. The MVSA shall not engage in activities tending or attempting to influence any national, state, or local legislation; nor participate or intervene in any way in any political campaign; nor contravene or usurp the prerogatives of the Fremont Unified School District or the employees thereof.

Section 3. Notwithstanding any other provisions of these Articles, the MVSA shall not carry on any other activities not permitted to be carried on by an association exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

Article III: Membership

Section 1. Membership in the MVSA requires payment of the dues provided by these by-laws. The MVSA solicits membership on the part of parents of children attending Mission Valley School, members of the staff of Mission Valley School and any person in sympathy with the purposes of the MVSA.

Section 2. Membership shall be deemed in full force and effect until a written or oral resignation has been received and accepted by any elected officer, and acknowledged in writing, except of nonpayment of dues as hereinafter set forth.

Section 3. Application for membership shall be made to the Association upon such forms and such manner as prescribed by the Board of Directors.

Section 4. Election to membership shall be automatic upon payment of dues, and filing of an application.

Section 5. The name of each duly elected member shall be entered on the membership list, a copy of which shall be filed with the Secretary.

Section 6. Membership in the MVSA shall not be transferable.

Article IV: Fees and Dues

Section 1. The annual dues for each member shall be as determined by the Board of Directors.

Section 2. Dues shall be payable at such time and in such manner as may be prescribed by the Board of Directors.

Article V: Privileges and Obligations

Section 1. All members shall be eligible to benefit from all services and to participate in all functions that the MVSA may sponsor.

Section 2. All members shall be eligible to vote on any matter submitted to them in accordance with the provision of these By-laws.

Section 3. Membership shall carry no vested interest in the MVSA or its property. In the event of the dissolution of the MVSA; after paying or adequately providing for the debts and obligations of the MVSA; all rights, title and interest in the remaining assets of the MVSA shall be donated to the Mission Valley School or another nonprofit, charitable, tax-exempt organization as defined by Section 501(c)(3) of the Internal Revenue Code (in the event of closure of Mission Valley School).

Section 4. All members shall be obligated to attend as many meetings as possible and to assist in the functions of the MVSA as much as possible.

Section 5. No part of the net earnings of the MVSA shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the MVSA shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was founded.

Section 6. MVSA may sponsor after school clubs that are conducted on Mission Valley premises that benefit the students of Mission Valley. The club must be opened to all students at Mission Valley. Club organizers must first receive approval from the MV principal before coming to MVSA for sponsorship. The club organizer would request to be put on the agenda for the next MVSA meeting and must be present at the meeting to make a short presentation and answer any questions. MVSA sponsorship will provide an extension of the MVSA insurance policy and allow the club/program to utilize MV facilities at no cost. Scheduling of the facilities will be through the MV Principal. Any costs associated with running the club will be the sole responsibility of the club. Any MVSA sponsored club/program must also adhere to the FUSD policies and procedures for after school activities.

Article VI: Governance

Section 1. The Board of Directors shall be the governing body of the MVSA and shall have general supervision over its activities and business affairs, provided that such general powers shall be exercised to further the declared objectives and policies of the MVSA. The Board of Directors shall consist of MVSA members that who are elected officers (President, Vice-President, Secretary, Treasurer), standing committee chairpersons, the principal, and the teacher representative(s).

Section 2. The Board of Directors, without prejudice to its general powers, and in addition to the powers specifically vested in it by the By-laws, shall have the following powers:

- A. to exercise general supervision over the affairs and activities of the MVSA
- B. to have charge of the funds and property of the MVSA, and invest them in such manner as the Board of Directors shall deem in the best interests of the MVSA. All financial matters (budget, special funding requests) are voted on by the Board of Directors. The majority vote of the Board of Directors present at any regular meeting of the Board of Directors, will carry.
- C. to set a regular time and place for meetings of the Board of Directors
- D. to approve the appointment of all special committees.

Section 3. The Executive Board shall consist of President, Vice-President, Secretary, and Treasurer. The President

shall chair this committee. The Executive Board shall:

- A. meet from time to time to consider the welfare of the MVSA
- B. make recommendations to the Board of Directors
- C. carry out any and all recommendations and instructions of the Board of Directors
- D. report all of its actions to the Board of Directors for approval.

Article VII: Officers

Section 1. The elected officers of the Association shall be President, Vice-President, Secretary, and Treasurer. Any of these positions can be shared.

Section 2. The President shall be the chief officer of the MVSA. It shall be the duty of the President:

- A. to see that the By-laws of the MVSA are adhered to and enforced, and to report any infractions thereof to the Board of Directors
- B. to cause meetings to be called as provided hereinafter, and to preside all regular and special meetings of the MVSA, the Board of Directors, and the Executive Board
- C. to sign all documents and contracts requiring the President's signature, including orders upon the Treasury
- D. to appoint all special committees, subject to the approval of the Board of Directors
- E. to render a report on the activities and status of the MVSA to the Annual Meeting thereof, together with any recommendations for the MVSA's future conduct
- F. to represent the MVSA at all functions, meetings, or business and social affairs
- G. to be a liaison between MVSA and the Principal of Mission Valley School
- H. to perform all other duties usually incident to the office or assigned by the Board of Directors.

Section 3. It shall be the duty of the Vice-President:

- A. in the absence of the President, to act in place and stead for the transaction of any and all business at any meeting of the MVSA, the Board of Directors, or the Executive Board
- B. to sign all documents and contracts requiring the Vice-Presidents signature, and in the absence of the President, to sign documents and contracts requiring the President's signature, including orders upon the treasury
- C. in the event of vacancy of the President's office or disability of the President, to assume the duties of the President until the end of their term of office (or the disability, if shorter)
- D. to organize and manage the annual membership drive, including the maintenance of the membership list
- E. to coordinate the parent volunteers with the individual committees and ensuring each committee has a willing, qualified chairperson
- F. to perform all other duties usually incident to the office or assigned by the Board of Directors.
- G. if the vice-president office is being shared by two people, the elected persons will work together in regards to the responsibilities listed in Article VII, Section 3, a-f.

Section 4. It shall be the duty of the Secretary:

- A. in the absence of the President and Vice-President, to act in their place and stead for the transaction of any and all business at any meeting of the MVSA, the Board of Directors or the Executive Board
- B. in the event of vacancy or disability of the offices of the President and Vice President(s), to assume the duties of the President until the end of the term of their term of office (or the disability, if shorter)
- C. to keep the minutes of all meetings and a written record of all MVSA activities
- D. to attend to all correspondence of the MVSA, filing with the Recording Secretary copies of any

communications of a business or legal nature

E. to perform all other duties usually incident to the office or assigned by the Board of Directors.

Section 5. It shall be the duty of the Treasurer:

- A. to render a full and complete monthly statement of all accounts and financial affairs of the MVSA to the Board of Directors and to the MVSA when requested by the Board of Directors
- B. to render a financial report to the MVSA at the Annual Meeting thereof
- C. to receive funds and to disburse funds of the MVSA with the approval of the Board of Directors, and to maintain books showing in detail the receipts and expenditures
- D. to sign, in conjunction with the President or the Vice-President(s), orders upon the Treasury
- E. to cause to be timely filed such returns or other forms as may legally be required by the California Franchise Tax Board and /or the United States Internal Revenue Service and/or other body that may legally require financial information from the MVSA, and to maintain copies of the same for the period defined by the relevant Statute(s) of Limitations
- F. to file with the Secretary copies of any direct correspondence between the Treasurer and any other party about MVSA business
- G. to furnish a surety bond in such amount as the Board of Directors may deem necessary, the cost to be borne by the MVSA.

Section 6. The chairpersons of the standing committees shall be appointed by the Vice-President. Their duties shall be those designated by the Board of Directors and those provided elsewhere in these By-laws.

Article VIII: Election

Section 1. All officers shall be elected to serve for a term of one year. All officers shall take office at the meeting following their election.

Section 2. Willing qualified candidates for the offices to be filled may be placed in nomination at the Annual Meeting of the MVSA by any MVSA member.

Section 3. Only a member of this MVSA shall be eligible to be an elected officer. A candidate for office shall be placed on nomination only with the consent of that candidate.

Section 4. The election of officers shall be held at the Annual Meeting of the MVSA. The Executive Board, or their designees, shall conduct the election and tally the votes. Where there is more than one candidate for an office, the election shall be by secret ballot. The candidate receiving the majority of vote for a given office shall be declared elected to that office. In case of a tie vote, the issue shall be determined by lot. An unopposed candidate for a given office shall be declared elected to office, without benefit of ballot. Each MVSA member shall be entitled to but one vote for each office to be filled, and proxy votes shall not be allowed. No vote shall be allowed from any person not a member of the MVSA.

Section 5. A vacancy on the Executive Board may be filled by a majority vote of members present at a regular meeting of the MVSA. The nominee(s) for any vacant Executive position shall be willing and qualified in accordance with the provisions set out by these By-laws. The term of office in this instance will be only for the remainder of the vacated term.

Section 6. No specific elected office may be held by the same person for more than two consecutive years.

Article IX: Meetings

Section 1. The Board of Directors shall meet regularly at least once a month during the school year, and these meetings shall be open to the general public. These meetings may be combined with general MVSA meetings. Each member of the Board of Directors shall be notified specifically, and the MVSA membership shall be notified generally of the date and time of each meeting at least five days prior to the meeting. A minimum of five (5) MVSA members must be present to constitute a quorum for the transaction of business. A minimum of three Executive Board members must be present to vote on new fund disbursement. No proxy votes shall be accepted.

Section 2. The annual Meeting of the MVSA shall be in May on a date and time designated by the Executive Board. Any other regular or special meetings of the MVSA may be called by a majority vote of the Board of Directors. The President shall call a special meeting of the MVSA if a petition to do so, signed by at least five percent of the MVSA membership, is submitted to the Executive Board. All general MVSA meetings shall be open to the public, and the MVSA membership shall be notified of the date and time of each meeting at least five days prior to that meeting. A minimum of five (5) MVSA members must be present to constitute a quorum for the transaction of business. No proxy votes shall be accepted. All measures passed at MVSA meetings shall be submitted to the Board of Directors for action: all measures approved by a simple majority at a MVSA meeting shall be binding on the Board of Directors, provided that such measures are legal and in accordance with the By-laws.

Section 3. The Executive Board, the standing committees, and any special committees shall meet as elsewhere provided in these By-laws. Each member of the Executive Board or of any other committee shall be notified of the date and time of each meeting of such committee, as reasonable time prior to such a meeting. A simple majority of the committee members shall constitute a quorum for the transaction of the business of that committee. The individual committee chairs shall decide for their own committees whether proxy votes may be accepted.

Article X: Committees

Section 1. The Vice-President shall be responsible for appointing the chairpersons of all standing committees. The nominee(s) for each position shall be member(s) of the Association who have consented to such nomination. Appointments are to be made as early as feasible.

Section 2. The standing committees shall be those that function throughout the school year or recur from year to year.

Section 3. The President and Vice-President (s) upon their own initiative or at the bidding of the Board of Directors, shall appoint any special committees deemed proper and wise for the best interest of the MVSA. Special committees may not function throughout the entire school year, as this attribute is reserve to the standing committees.

Section 4. Unless otherwise provided in these By-laws, the membership of any committee and all committee actions shall be subject to the approval of the Board of Directors.

Article XI: Public Statements

Section 1. No member of the MVSA, regardless of office or position within the MVSA, shall take or make public any action or statement that tends or attempts to commit the MVSA on a question of policy or in matters of general public interest without prior approval of the Executive Boards.

Section 2. No member of the MVSA, regardless of office or position within the MVSA, shall take or make public any action or statement that tends or attempts to cause the MVSA to be or appear to be in violation of Section 2 of Article II of these By-laws.

Article XII: Fiscal year

Section 1. The fiscal year of the MVSA shall begin on July 1st and end on June 30th.

Article XIII: Rules of Order

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority of governing the meetings of the MVSA, the Board of Directors, the Executive Board, and all committees, except when in conflict with these By-laws.

Article XIV: Amendments

Section 1. These by-laws may be revised, repealed, or amended or new By-laws established, by a two-thirds vote of all members present at any meeting of the MVSA. The proposed revisions, deletions, amendment, and/or additions shall be available to the membership at least four days prior to the day of the MVSA meeting at which the vote will be held.

Section 2. Revisions, deletions, amendments, and/or addition to these By-laws may be submitted in writing by any member present at any meeting of the MVSA and, if a majority of the member present approve, such change shall be submitted for final action at the next meeting of the MVSA in accordance with Article XIV, Section 1.

These By-laws were approved by at least two-thirds of the members present of the MVSA meeting of June 3, 1997

/signed.

Janice Dollar, President

Section 6 of Article V was approved to be to the By-laws by at least two-thirds of MVSA members present at the January 4, 2000 MVSA meeting.

/signed

Michael E. Mayer, MVSA President

Several modifications to the ByLaws were approved by at least two-thirds of the members present of the MVSA meeting of November 12, 2013. Key changes included:

- *formally expanding the Board to include school representatives*
- *explicitly defining the liaison to Principal responsibilities to President*
- *combining related Officer roles to increase flexibility (Recording Secretary & Corresponding Secretary merged into a single Secretary role)*
- *removing the nomination committee due to historical lack of usage*
- *Other minor style and reference updates*

/signed

MVSA Executive Board 2013-2014