

BYLAWS OF ONETL
SUPPORTING TERRA LINDA HIGH SCHOOL, SAN RAFAEL, CA

ARTICLE I
Name and Corporate Status

Section 1 – Name

The name of this organization shall be “**OneTL**”.

Section 2 – Corporate Status

This organization, having first been incorporated on April 21, 1976, is a nonprofit, nonstock public benefit corporation organized under the Nonprofit Public Benefit Corporations Law of the State of California.

ARTICLE II
Purpose and Policies

Section 1 – Purpose

The primary purpose for this organization is to support public education at Terra Linda High School and to promote the welfare of all Terra Linda High School students by the cooperative efforts of parents, teachers and school administrators through service and fundraising activities.

Section 2 – Policies

No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for products received and services rendered or to make distributions to further its purpose. In the event of dissolution of the organization, the funds of the organization shall be distributed for one or more exempt purposes as specified in Section 501c(3) of the Internal Revenue Service tax code of 1954 as from time to time amended.

ARTICLE III
Members

Section 1 – Number

The General Membership of the organization shall include Active Members, Associate Members and Honorary Members as follows:

- a) Active Members: All parents or guardians of students currently enrolled at Terra Linda High School are Active (voting) Members of the organization.

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b) Associate Members: Anyone who is not a parent or a guardian of a student currently enrolled at Terra Linda High School that is interested in education at Terra Linda High School and the educational well-being of its students is an Associate (non-voting) Member of the organization.

c) Honorary Members: All San Rafael High School District teachers, administrators or other employees are Honorary (non-voting) Members of the organization.

Section 2 – Membership Year and Dues

The Membership Year and Fiscal Year of the organization is from July 1 through June 30. There shall be no membership dues unless specifically approved by the Board of Directors.

Section 3 – Duties

The duties of the General Membership are

- a) to promote the purposes of this organization,
- b) to elect the organization's Officers at the Spring Election Meeting,
- c) to approve amendments or restatements of the organization's articles of incorporation and bylaws, and
- d) to approve the dissolution of the organization, upon a decision to wind-up operations.

ARTICLE IV **Officers**

Section 1 – Number and Term

The organization will have the following officers:

President
Vice President
Treasurer
Secretary

Each office shall be held by an individual or a two-person team. Each Officer shall be an Active Member. The term of office will be the membership year and officers will begin their service on July 1. Officers will be elected to serve for a term of one year or until a successor is elected. No person shall hold office for more than two successive terms without Board of Director approval.

Section 2 – Duties

- a) President: The President, subject to the control of the Board of Directors, shall:
- i) supervise the affairs of the organization,
 - ii) preside at all meetings of the Board of Directors and the general membership,
 - iii) represent the organization at meetings outside the organization,
 - iv) be an ex-officio member of all standing committees, and
 - v) fill any vacancy among the elected offices until the next meeting of the Board of Directors.

- b) Vice President: The Vice-President shall assume all the duties of the President in his or

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her absence and shall assist the President and Treasurer as needed.

- c) Treasurer: The Treasurer shall:
 - i) oversee the collection and receipt of all monies and disburse monies as authorized by the Board of Directors,
 - ii) submit an annual budget for approval at the Fall Budget Meeting,
 - iii) maintain accurate financial records,
 - iv) ensure that income tax returns and other tax compliance are accurately and timely filed,
 - v) render a monthly report at regular Board of Director meetings, and
 - vi) procure insurance to cover general liability and director and officer liability.

- d) Secretary: The Secretary shall:
 - i) keep the minutes of all meetings,
 - ii) have charge of all records and files of the organization,
 - iii) be responsible for general correspondence, and
 - iv) send notice of all meetings and minutes of prior meetings to the Board of Directors.

Section 3 – Nomination

At the Board of Director March or April meeting, the President will initiate a nomination process to ensure that there are candidates for all offices for the next school year. At that meeting, Active Members shall submit their name for consideration as officers and the President, with the approval of the Board of Directors, shall appoint a Nominating Committee to oversee the process.

The purpose of the Nominating Committee shall be to ensure that there are candidates for each office and to formally propose a slate of officers at the Spring Election meeting. The Committee shall consist of up to three Active Members from as diverse a group of its school population as possible. The President or Vice-President of the organization shall be one of the members of the Nominating Committee. In addition, the Terra Linda High School Principal shall be a non-voting member. The Nominating Committee will elect its own chairman.

The Nominating Committee's Chairperson shall send the slate of proposed officers to the General Membership prior to the Spring Election meeting. Additional nominations may be submitted by the Nominating Committee or by any General Member before or at that meeting.

Section 4 – Election

Officer election shall be at the Spring Election Meeting of the General Membership at which a quorum is present and may be held by voice vote. Election shall be approved by an affirmative majority vote of the Active Members. Officers will be installed at the Spring Election Meeting and will take office effective July 1.

Section 5 – Absence

If an officer fails to attend three consecutive meetings without adequate explanation or is not fulfilling the responsibilities of the office, the Board of Directors may declare the office vacant.

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ARTICLE V

Booster Groups

Section 1 – Definition and legal entity status

Booster Groups support specific educational, athletic, and artistic needs of Terra Linda High School and its students. These Booster Groups, which may change from time to time, include:

- Academic Excellence at Terra Linda High School
- Terra Linda High School Scholarship Foundation
- Athletic Boosters
- Music Boosters
- Drama Boosters
- Visual Arts Boosters

Booster Groups may operate under this organization's tax identification number and be governed by this organization's articles of incorporation and by-laws.

Booster Groups may also form their own separate legal organization and be governed by their own articles of incorporation and by-laws, reporting under a separate tax identification number and obtaining their own tax-exempt status.

Section 2 – OneTL Representative

Each Booster Group shall elect a representative, who is also an Active Member, to serve on the Board of Directors of this organization.

Section 3 – Fundraising and service

The Booster Groups will benefit from general fundraising activities of the organization as approved in the budget at the Fall Budget Meeting. Booster Groups will define their own specific fundraising and services and will determine their own budget.

The Booster Groups will present their annual budget at the Fall Budget meeting and prior to the approval of this organization's annual budget, to ensure that their activities are aligned with the purpose of this organization.

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ARTICLE VI

Committees

Section 1 – Definition and legal entity status

Committees support specific service and fund-raising needs of Terra Linda High School and its students. These Committees, which may change from time to time, include:

Annual Family Giving Campaign Committee
Denim & Diamonds Auction Committee
Campus Beautification Committee
Hospitality and Staff Appreciation Committee
Safe & Sober Grad Night Committee
OneTL Communications Committee

These committees operate as part of this organization and are governed by the organization's articles of incorporation and by-laws, reporting under its tax identification number and tax-exempt status.

Section 2 – Chairperson

Each Committee Chairperson will be appointed by the Board of Directors at the Spring Election meeting of the organization. Each Committee Chairperson will be an Active Member. Chairs of standing committees can be either an individual or a two-person team. The Committee Chairperson will serve for the membership year and service will begin on July 1. No person shall be Chairperson for more than two successive years without Board of Director approval.

Section 3 – Fundraising and service

The Committees will participate in general fundraising activities of the organization, define their own specific fundraising and services, and determine their own budget. The Committees' budgets will be part of the organization's overall budget that will be presented and approved at the Fall Budget meeting.

ARTICLE VII

Banking

Section 1 – Opening Bank Accounts

As approved by the Board of Directors, the President, Vice President, and Treasurer shall be authorized to open bank accounts.

Section 2 – Operating Checking Accounts and Signing Checks

The President, Vice President, and Treasurer shall be authorized to operate bank accounts and sign checks. All checks shall be signed by any two of the above designated officers.

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With approval by the Board of Directors, Booster Groups or Committees that are operating as part of this organization may be authorized to operate a bank account for their specific needs. The Booster Group or Committee shall designate a Treasurer to oversee the collection and disbursement of all monies. Financial reporting requirements, including income tax reporting information, will be defined by and provided to the organization's Treasurer throughout the year. The organization's Treasurer may also serve as the Treasurer of the Booster Group or Committee.

Authorized check signers for Booster Group or Committee bank accounts shall be i) any or all of the organization's President, Vice President or Treasurer, ii) the Booster Group or Committee Treasurer, and iii) the Booster Group or Committee Chairperson. All checks shall be signed by any two check signers.

Section 3 – Bank Statements

All bank statements must be mailed to the Terra Linda High School address, not to an individual's address.

ARTICLE VIII

Minutes

Minutes are the legal record of the organization. The Secretary will document the minutes of each meeting and maintain a minute book. Minutes will include the following:

- a) Type of meeting (Regular or Special, General Membership or Board of Directors)
- b) Date, time and place of meeting
- c) List of persons in attendance
- d) Disposition of minutes of previous meeting (approved or approved as corrected)
- e) Record of each motion voted upon, name of member who made the motion and whether carried or lost
- f) Record of results of any election
- g) Brief notation of topics discussed
- h) Signature of secretary
- i) An attachment of any Financial Report presented at the meeting

ARTICLE IX

General Membership Meetings

Section 1 – Dates

There shall be one regular meeting annually of the General Membership –a Spring Election Meeting held in April or May, unless the Board of Directors fixes another date or time. At the Spring Election Meeting, Officers shall be elected. Other business may be transacted, subject to these by-laws. Notice of regular meetings shall be conveyed to Members, given ten (10) days

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notice.

Special meetings of the General Membership may be called by the Board of Directors at any time it is deemed advisable or at the written request of ten (10) Members, given ten (10) days notice. In the case of a special meeting, only the business mentioned in the call shall be transacted.

Section 2 – Voting

All matters presented for a vote of the organization's General Membership shall be carried by a majority vote of those present at a regular or special meeting at which a quorum is present.

Section 3 – Quorum

Eight (8) members present at a meeting shall constitute a quorum.

Section 4 – Minutes

The Secretary will document the minutes of each meeting.

ARTICLE X **Board of Directors**

Section 1 – Number

The Board of Directors shall consist of the Officers of this organization, Chairpersons of standing Committees, and Representatives of standing Booster Groups.

Section 2 – Duties

The Board of Directors shall have general charge and control over the affairs, funds, and property of the organization. Without limitation, the duties and powers of the Board of Directors shall include:

- a) establishment of standing Committees and special Committees
- b) approval of Committee chairpersons
- c) approval of fundraising and service programs and projects
- d) approval of an annual budget to be presented and approved at the Fall Budget Meeting
- e) approval of changes to the annual budget
- f) review of membership fees
- g) appointment of the Nominating Committee
- h) approval of the opening of bank accounts
- i) authorization of the expenditure of funds
- j) calling meetings of General Members and meetings of the Board of Directors
- k) filling a vacancy in any office that has been vacated for any reason
- l) approval of changes to the bylaws or articles of incorporation
- m) approval of activities outside the primary purpose of this organization

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Section 3 – Compensation

The Board of Directors shall serve without compensation and shall be entitled to the full protection of section 5239 of the California Corporation Code, or any successor statute, relating to volunteer directors and officers.

ARTICLE XI **Board of Directors Meetings**

Section 1 – Dates

The Board of Directors shall hold regular monthly meetings on the first Wednesday of every month from September through June, unless the Board of Directors fixes another date.

A Fall Budget meeting shall be held in September or October, unless the Board of Directors fixes another date. At the Fall Budget Meeting, the Booster Groups will present their annual budgets. Following the presentation of the Booster Group budgets, this organization will present its annual fundraising and service budget for approval by the Board of Directors.

Regular monthly meetings will be held without notice if the time and place of the meeting has been fixed by the Board of Directors and announced at the first annual meeting of the year. If the time and place of the regular meeting has changed, notice of the date, place and time of regular monthly meetings shall be called by notice sent to each Director by electronic transmission, giving one week's notice.

Special meetings of the Board of Directors may be called by the President and must be called on written request by electronic transmission, giving one week's notice. In the case of special meetings, only the business mentioned in the call will be transacted.

Board of Director meetings are open to the General Membership.

Section 2 – Voting

All matters presented for a vote of the organization's Board of Directors shall be carried by a majority vote of those present at a regular or special meeting at which a quorum is present.

Section 3 – Quorum

Six (6) members present at a meeting shall constitute a quorum.

Section 4 – Minutes

The Secretary will document the minutes of each meeting.

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ARTICLE XII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the organization may adopt.

ARTICLE XIII

Changes to the Articles of Incorporation and to the Bylaws

The organization's Articles of Incorporation may be amended or restated by an affirmative vote majority vote of i) the Board of Directors and ii) the General Membership at a regular or special meeting called for such purpose at which a quorum is present. A copy of the proposed restatement of or amendment to the articles of incorporation shall be made available prior to the meeting.

New bylaws may be adopted or these bylaws may be amended by i) an affirmative majority vote of those present at a regular or special meeting called for such a purpose of the Board of Directors or ii) an affirmative vote of the majority of the General Membership at a regular or special meeting called for such purpose at which a quorum is present. A copy of the proposed amended bylaws shall be made available prior to the meeting.

Revision approved by the Board of Directors at a meeting held on May 2, 2012