

AMENDED AND RESTATED
BYLAWS
OF
PENRYN PARENT TEACHER CLUB
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME; OFFICE

Section 1.1 NAME. The name of this corporation is PENRYN PARENT TEACHER CLUB ("PENRYN PTC").

Section 1.2 PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 6885 English Colony Way, Penryn, California 95663. The board of directors ("board") may change the principal office from one location to another within the Placer County area for committee meetings and events as deemed necessary.

ARTICLE II
PURPOSES

Section 2.1 GENERAL PURPOSES. 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.

Section 2.2 SPECIFIC PURPOSES. The specific and primary purposes and activities for which the corporation is organized shall be to enhance the educational and recreational experiences and opportunities of Penryn Elementary School students and staff; to involve the broader community in social and educational activities which raises awareness and funds to support these programs; and to promote open communication between school district administrators, teachers and parents.

Section 2.3 LIMITATIONS. This corporation is organized exclusively for public benefit, charitable, religious, educational and scientific purposes. This corporation is restricted from carrying on certain activities, which are not otherwise in accordance with the general and specific purposes for which the corporation was formed, which limitations and restrictions are specifically set forth in the Articles of Incorporation of this corporation.

ARTICLE III
MEMBERSHIP

Section 3.1 MEMBERS. This corporation shall have categories of members as established by the corporation's board of directors ("board"). The board shall establish rules governing membership not covered by these bylaws. Any parent/guardian of an enrolled student interested in the purpose for which the corporation is organized may become an active member.

(a) MEMBERS IN GOOD STANDING. Members whose dues have been paid for the current academic year, as established by the superintendent board of trustees, shall be in good standing with this corporation.

(b) BENEFITS OF MEMBERSHIP. Any active member shall receive the following benefits of membership: a membership number for discounted rate on events, an email verification of membership to be used for tax deduction. An active member shall be eligible for election or appointment to any office or committee of this corporation, except as otherwise provided by these bylaws.

ARTICLE IV
DIRECTORS

Section 4.1 GENERAL CORPORATE POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable

laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and the affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Section 4.2 SPECIFIC POWERS. Without prejudice to the general powers set forth in Article IV, Section 4.1 of these bylaws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, and these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) To serve as the fiduciary of this corporation.

(c) To annually elect candidates for each officer position.

(d) Adopt and use a corporate seal, and alter the form of the seal (i.e. School logo)

(e) To review and approve an annual budget.

(f) To oversee the fiscal affairs of the corporation.

(g) To engage an outside certified public accountant to audit the finances of the corporation at least annually.

(h) To ratify chair appointments of committee members.

(i) To foster the flow of information from the board to the community, teachers, and school administration.

Section 4.3 NUMBER OF DIRECTORS. The authorized number of directors shall be nine.

Section 4.4 SELECTION OF DIRECTORS. The board shall include at-large and designated directors. The directors shall be constituted as:

(a) The individual serving as principal of Penryn Elementary School;

(b) Eight at-large directors.

Section 4.5 TERMS OF OFFICE. The term of office for at-large directors shall be one year, subject to the provisions on staggering terms below. At-large directors may serve a maximum of eight terms. The immediate past chair of the board shall serve a one-year term as an *ex officio* director subject to the provision on *ex officio* directors below. All terms shall commence at the May meeting of the board.

Section 4.6 VACANCIES ON BOARD AND REMOVAL. A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) removal of a director; or (d) the increase of the authorized number of directors.

Directors may be removed at any time without cause by the board. Any vacancy on the board shall be filled only by the board. No director may resign if the corporation would then be left without a director. No reduction of the authorized number of directors shall have the effect of removing directors before a directors' term of office expires.

Section 4.8 PLACE OF MEETINGS AND PARTICIPATION IN MEETINGS.

Meetings of the board shall be held at any place within California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation.

Participation in a meeting through use of conference telephone or electronic video screen communication pursuant applicable law constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission (as defined in Section 20 of the California Corporation Code) by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to applicable law constitutes presence in person at that meeting if both of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 4.9 ANNUAL MEETING. An annual meeting of the board shall be held. Notice of the time and place of the meeting is required in the manner set forth in Section 4.11.

Section 4.10 SPECIAL MEETINGS. Special meetings of the board for any purpose may be called at any time by the chair, vice chair, or the secretary or any two directors. Notice of the time and place of special meetings shall be given to each director in the manner set forth in Section 4.11 and shall specify the purpose of the meeting.

Section 4.11 TIME AND MANNER OF GIVING NOTICE. Notice of the time and place of meetings of the board shall be given to each director. Meeting schedule will be determined at annual meeting. Notices sent by email or push notification shall be 48 hours before the set date for the meeting. Notices given by personal delivery or by telephone, including a voice messaging system or by email shall be delivered at least 5 days before the time set for any special meetings. All such notices shall be given or sent to the director's email or telephone number as shown on the records of the corporation and shall specify the general purpose of the meeting.

Section 4.12 QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.13. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose 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 meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that director.

Section 4.14 ACTION WITHOUT A MEETING. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent (email) shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 4.15 RESTRICTION ON INTERESTED PERSONS. Any other provision of this Article IV notwithstanding, not more than 49 percent of the persons serving on the board of this corporation may be interested persons. For this purpose, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, Spouse' brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in Section 4.15(a).

ARTICLE V

OFFICERS

Section 5.1 OFFICERS. The officers of the corporation shall be a chair of the board, vice chair of the board, a secretary, and a treasurer. At the discretion of the board, one or more assistant secretaries, assistant treasurers, or other officers may be appointed. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the chair of the board.

Section 5.2 ELECTION OF OFFICERS. The officers of the corporation shall be elected annually by the board from among the directors, and shall serve at the pleasure of the board.

Section 5.3 VACANCIES IN OFFICE. A vacancy in any office shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, vacancies need not be filled on an annual basis.

Section 5.4 CHAIR OF THE BOARD. The chair of the board shall preside at

meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time. Subject to the control of the board, chair of the board shall have general supervision, direction and control of the affairs and officers of the corporation, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the board or the bylaws.

Section 5.5 VICE CHAIR OF THE BOARD. If the chair is absent or disabled, the vice chair shall perform all duties of the chair. When so acting, the vice chair shall have all powers of and be subject to all restrictions on the chair. The vice chair shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 5.6 SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and bylaws, as amended to date. Minutes shall be kept on the official PTC laptop, stored at the school site.

The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe. Any amendments to previous minutes shall be sent in revised version and posted on the PTC site before the next meeting.

Section 5.7 TREASURER. The treasurer shall be the chief financial officer of the corporation, as set forth in California Corporations Code Section 5213(a), and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these

bylaws, or requested by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse corporation funds as the board may order, shall render to the chair, and the board, when requested, an account of all transactions of the treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

The treasurer shall also have general supervisory authority over the financial and investment activities of the corporation as prescribed and approved by the board.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES OF DIRECTORS. The board may create one or more committees, each consisting of directors only, to serve at the pleasure of the board and make appointments to committees. Committees of directors shall not have all the authority of the board with respect to matters within their area of assigned responsibility. No committee, whether a committee of directors or advisory committee, regardless of board resolution, may:

- (a) Fill vacancies on the board of directors or on any committee which has been delegated any authority of the board.
- (b) Amend or repeal bylaws or adopt new bylaws.
- (c) Amend or repeal any resolution of the board of directors which is expressly not amendable or repeal able.
- (d) Appoint any other committees of the board of directors or the members of those committees.
- (e) Expend corporation funds to support a nominee for director after there are

more people nominated for director than can be elected.

(f) Approve any self-dealing transaction unless authorized by section 5233(d)(3) of the Nonprofit Public Benefit Corporation Law.

Section 6.2 NOMINATING COMMITTEE. The chair of the board, the vice-chair of the board, the secretary, and two at-large directors shall constitute the voting members of the Nominating Committee, which shall be deemed to be a committee of directors. The principal of Penryn Elementary School shall be an *ex officio* non-voting member of the Nominating Committee. The at-large directors shall be selected by the board. The secretary shall serve as chair of the Nominating Committee.

If the current chair of the board is a candidate for chair, secretary or treasurer, the immediate past chair of the board will serve on the Nominating Committee in place of the chair. The Nominating Committee shall meet at least once per year, and shall present its recommendations to the full board for consideration and action.

Section 6.3 ADVISORY COMMITTEES. The board may establish advisory committees, standing or ad hoc. Any committee with non-director members is not a "committee of directors" and should be clearly labeled an "advisory committee." The chair of the board shall have the authority to appoint and remove advisory committee members. The chair of the board may appoint one or more directors or persons who are not directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such advisory committee, to the extent provided in the board resolution, shall report its findings and recommendations to the board for its action.

Section 6.4 AUDIT COMMITTEE. The board shall establish an Audit Committee and appoint its members, which may include non-board members but may not include the treasurer. The members of the Audit Committee may not receive compensation for their services and may not have any material financial interest in any entity doing business with the corporation. The Audit Committee shall: (i) recommend to the board the retention and termination of the

corporation's independent auditor, (ii) negotiate the compensation of the corporation's independent auditor for approval by the board, (iii) confer with the corporation's independent auditor to satisfy the committee members the financial affairs of the corporation are in order; (iv) review and determine whether to accept the audit, and (v) approve the performance of any non-audit services by the auditing firm.

Section 6.5 MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws 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 determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors.

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules not inconsistent with the provisions of these bylaws for the governance of any committee, or in the absence of rules adopted by the board, the committee may adopt such rules.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS AND LIABILITY

Section 7.1 RIGHT OF INDEMNITY. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers and employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall

have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 7.2 APPROVAL OF INDEMNITY. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall seek a determination for authority to indemnify pursuant to Section 5238(e)(3) of the California Corporations Code.

Section 7.3 ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 7.1 and 7.2 of this Article VII in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 7.4 LIABILITY OF DIRECTORS OR OFFICERS. None of the directors or officers of the corporation shall be liable in any manner whatsoever for the debts, liabilities or obligations of the corporation or as otherwise provided in section 5239 of the California Nonprofit Corporation Law.

ARTICLE VIII

RECORDS AND REPORTS

Section 8.1 MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep: adequate and correct books and records of accounts; and written minutes of the proceedings of the board and committees of the board.

Section 8.2 INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect the corporation books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 8.3 ANNUAL REPORT. The chair and treasurer of the corporation shall cause an annual report to be furnished to all directors not later than 120 days after the close of the corporation's fiscal year. The report shall contain all information required by Section 6321(a) of the Corporations Code and 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 8.4 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The corporation shall furnish annually to all of its directors a statement of any transaction or indemnification described in Section 6322(d) and (e) of the California Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 8.3 of these bylaws.

ARTICLE IX

AMENDMENT AND REPEAL

The board may adopt, amend, or repeal these bylaws, provided that any such adoption, amendment, or repeal does not conflict with the Articles of Incorporation or with any laws. The board may propose amendments to any or all sections of these bylaws.

ARTICLE X

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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Penryn Parent Teacher Club, California Nonprofit Public Benefit Corporation, that the foregoing bylaws, consisting of 14 pages, are the bylaws of this corporation as amended by the board of directors on _____, 2017

Executed on _____, 2017, at Penryn, California.

Name: _____

Title: Secretary

Name: _____

Title: President

Name: _____

Title: Principle