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**BY-LAWS for the regulation, except as provided by its Articles of  
Incorporation, of  
Friends of Coeur D'Alene Elementary**

**A California Nonprofit [Public Benefit] Corporation**

(Approved 8/22/05, Rev 9/14/05 – Approved 9/21/05, Rev 9/28/05 –  
Approved 10/19/05, Rev 6/15/07- Approved 6/15/07)

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**ARTICLE 1 – NAME**

The name of this organization shall be the *Friends of Coeur D'Alene Elementary*. (Herein after referred to herein as “Corporation”).

**ARTICLE 2 – PURPOSES**

The specific and primary purposes of this Corporation are:

- 1) To form a permanent organization of parents and community members interested in enhancing and supporting the programs and facilities of Coeur d'Alene Elementary School of the Los Angeles Unified School District, located in Venice, California.
- 2) To raise and expend funds in any lawful manner to achieve the foregoing purposes, working in conjunction with the school governance council(s) and administrative personnel in determining the specific projects to be funded.
- 3) To cooperate with other organizations engaged in similar endeavors to maximize the programs and benefits to Coeur d'Alene Avenue Elementary School.

**ARTICLE 3 – OFFICES**

The principal office for the transaction of the business of this Corporation is hereby fixed and located at 810 Coeur D'Alene Avenue in the City of Los Angeles, (90291), County of Los Angeles, State of California. The “Officers” (described in detail in Article 6 below) are hereby granted full power and authority to change said principal office from one location to another in said county.

**ARTICLE 4 – MEMBERSHIP**

All parents or families living with children attending the Coeur D'Alene Avenue School System shall be members of this Corporation. Membership shall continue during

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summer and/or other vacations. Membership shall discontinue upon graduation or withdrawal of the child from the Coeur D'Alene Avenue Elementary School or upon removal of residence to a location disqualifying the child from attending the Coeur D'Alene Avenue School. No parent shall be a member who in writing addressed to the corporation at its principal office expresses the desire not to be a member or withdraws from membership. There are no membership dues required.

#### ARTICLE 5 – MEETINGS

Meetings will be held monthly in the club offices, and determined, at a minimum 24 hours in advance by the Officers. Additional meetings, and/or meetings of the Officers, may be called by any one of the Officers at a minimum of 24 hours in advance. For all meetings, minutes shall be recorded and made available to the membership.

#### ARTICLE 6 – FUNDS / EXPENDITURE VOTING PROCEDURES

If the expenditure is \$500 or less, the Officers (President, Vice-President, Secretary, and Treasurer) have discretion to make those financial decisions at any time. If the expenditure is over \$500, it must be presented to the Officers at a minimum 30 minutes prior to a scheduled meeting. At this time the Officers will evaluate if the expenditure fits all these criteria:

- 1) The expenditure benefits the school
- 2) The expenditure possesses a sense of permanency
- 3) Academic and/or social enrichment component

If the expenditure does meet the above criteria, then it can be voted on at the meeting. Everyone in attendance gets to vote and majority rules. If the expenditure is approved, then its' sponsor(s) shall initiate the request for disbursement and obtain the required Officer's signatures. If the expenditure does not meet the above criteria then the Officers can prevent it from being voted on. The Officers must state the reason for the denial.

In the event that the Corporation should be dismantled, all funds from the Corporation shall be transferred directly to the Coeur D'Alene Elementary School general fund.

#### ARTICLE 7 – OFFICERS

Section 7.1 Officers. The Officers consist of the President, Vice-President, Secretary, and Treasurer. Officers shall not receive any compensation for their services. All officers must be able to attend at least 8 out of 10 meetings for each school year (September to June). Failure to attend 8 – 10 meetings can result in the remaining Officers voting that officer off of the position. Officers can also share a position. All

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current Officers' names shall be listed on the Corporation's bank account, and shall continue to be updated as the Officers change.

Section 7.2 Election. Officers shall be chosen annually at the end of the school year by the general membership by a majority vote, or by special election called by the Officers.

Section 7.3 Term Limit. There are no term limits. If more than one person is nominated, then it must go to vote at the meeting. Newly elected officers will begin to transition into their new office during the summer. Current officers will stay on through the summer and assist the new officer during the transition. An Officer may resign at any time.

Section 7.4 President. The President shall be the general manager and chief executive officer of the Corporation with general supervision, direction and control of the business and Officers thereof. The President shall have the general powers and duties of management usually vested in the office of president/CEO and general manager of a corporation and preside at all meetings of members. The President shall keep or cause to be kept all original records of the Corporation, with the exception of the financial records and meeting minutes.

Section 7.5 Vice-President. The Vice-President in the absence or disability of the President, shall perform all the duties of the President and when so acting shall have all the powers of the President.

Section 7.6 Secretary. The Secretary shall keep or cause to be kept, all meeting minutes and roster of all members.

Section 7.7 Treasurer. The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks designated by the Officers. Those funds shall be paid out only on checks of the Corporation and signed by the President, Vice-President, Treasurer or Secretary. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct records and accounts of the properties and business transactions of the Corporation.

## ARTICLE 8 – COMMITTEES.

The Corporation can create, or allow to be created, separate committees. Each committee shall elect a committee chairperson, and possibly co-chairperson, who shall

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be responsible for that particular committee. These committees shall form and change as necessary.

#### ARTICLE 9 – EVENTS.

Procedures for Committees or Individuals under the umbrella of Friends of Coeur d’Alene Elementary Parents Association to hold events.

*An “event” in this case can be any activity that involves income or expenses going through the Friends of Coeur d’Alene bank accounts, which recruits volunteers at Friends of Cd’A meetings, or which is promoted by F of Cd’A.*

Any established Committee or an individual may propose an event at a regular Friends of Coeur d’Alene meeting. If this is a Committee, the Committee Chair, or committee member designated by the Chair, must make the proposal for the event or activity.

The event must be researched as to income, expenses and need for volunteers before making the proposal. The person or committee making the proposal should be prepared to be responsible for carrying it out.

The event must fit in with the annual calendar of events already established by the Board and members to prevent over-soliciting of the school population, and exhausting the volunteer pool.

The Board must make the final decision as to whether the Friends of CdA can be involved with the event.

Funds raised by the event may be earmarked for a specific project, at the approval of the Board.

A list of expenses must be approved and the method of payment established by the Board in advance for reimbursement or direct payment. A best effort should be made to keep to the figures submitted, substantial changes should be reported, and a leeway of 10% will be allowed.

The event must be planned and carried out in a reasonable and timely manner.

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#### ARTICLE 10 – ROOM PARENT.

Each school classroom shall have a room parent volunteer to communicate Booster Club activities with the Teacher and all Parents of that particular Classroom. All room parents shall communicate also with the Room Parent Coordinator.

#### ARTICLE 11 – AMENDMENTS TO BY-LAWS

An amendment to these by-laws may be passed by two-thirds (2/3) of those present at a meeting at which all Officers are present. Written notice of proposed amendment of these by-laws must be submitted to all Officers at least two (2) days before any meeting at which such amendment will be acted upon.

#### ARTICLE 12 – INDEMNIFICATION OF AGENTS

Section 11.1 Statutory Indemnity. This Corporation shall and hereby does indemnify its Officers, Committee chairman, and members to the fullest extent permitted by the California Nonprofit Corporation Law, including without limitation the provisions of Section 5238 of the California Corporations Code which are incorporated into these by-laws. No Officer of this Corporation shall be personally or otherwise liable for the debts, liabilities and/or obligations of the Corporation.

Section 11.2 Indemnity of Fiduciaries. This Corporation shall have the power to indemnify any trustee, investment manager or other fiduciary of an employee benefit plan to the extent permitted by Section 207(f) of the California General Corporation Law.

#### ARTICLE 13 – CORPORATE OBLIGATIONS AND ACTIONS

Section 12.1 Authority to Bind the Corporation. (a) Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by the following Officers shall be valid and binding on the Corporation, in the absence of actual knowledge on the part of the other person that the signing Officer lacked authority to execute such instrument:

- 1) The President;

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- 2) The Vice-President and Secretary; or
  - 3) The Treasurer and Secretary.
- (b) Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Officers, and unless so authorized in writing, no Officer, agent or member shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.