

Adopted May 7, 2015

**AMENDED AND RESTATED BYLAWS OF  
PARENTS' CLUB OF STANFORD UNIVERSITY,  
FOUNDED IN 1924 AS THE MOTHERS' CLUB**  
a California Nonprofit Public Benefit Corporation

**I.**

**NAME**

The name of this corporation shall be "Parents' Club of Stanford University, Founded in 1924 as The Mothers' Club."

**II.**

**OFFICE**

The principal office of the corporation is located at Stanford University, c/o University Communications, Building 170, 450 Serra Mall, Stanford, Santa Clara County, California 94305. The directors may change the principal office from one location to another. Any change of the location of the principal office shall be noted by the Recording Secretary on the original of the bylaws maintained by the Recording Secretary opposite this section, or this section may be amended to state the new location.

**III.**

**PURPOSES**

The purposes of this corporation shall be as stated in its Articles of Incorporation and shall include (i) bringing together parents of Stanford University ("Stanford") students, and others, in social and intellectual exchange and (ii) supporting Stanford and its students through volunteer activities and donations to the Stanford Mothers' Club Scholarship Fund. The corporation shall exist only so long as it meets with the approval of Stanford.

**IV.**

**NONPARTISAN ACTIVITIES**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people

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for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

V.

### **DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all assets, after payment of all debts and liabilities, shall be distributed to the Stanford Mothers' Club Scholarship Fund.

VI.

### **MEMBERSHIP**

#### **VI.1. QUALIFICATIONS**

Any person who is a parent or guardian of a current or former Stanford student and/or who is dedicated to the purposes of this corporation shall be eligible for membership in the corporation. An eligible person shall become a member for the current fiscal year of the corporation upon execution of an annual membership application and acceptance of the application by the Vice President of Membership.

#### **VI.2. NO DUES; CONTRIBUTIONS PERMITTED**

No dues shall be assessed for membership in the corporation. Voluntary contributions to the corporation are permitted.

#### **VI.3. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon (i) the resignation of the member, (ii) expiration of the period of membership, or (iii) the board's good faith determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. If grounds appear to exist for terminating a member the procedure set forth in California Corporations Code Section 5341 shall be followed.

#### **VI.4. MEMBERSHIP RIGHTS**

All members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to

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dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

## **VII.**

### **MEETINGS OF MEMBERS**

#### **VII.1. OFFICIAL AND “UNOFFICIAL” MEETINGS**

The corporation generally holds “unofficial” monthly meetings of members, except for the months of January, April (when the Annual Meeting takes place), July and August. “Unofficial” meetings are not governed by the rules set forth in these bylaws. “Official” meetings of the members are Annual and Special meetings as described below. Annual and Special meetings are governed by the rules for meetings set forth in these bylaws and all references to member meetings below refer to Annual or Special meetings, not unofficial meetings.

#### **VII.2. LOCATION AND TIMING OF MEETINGS**

Annual and special meetings of the members shall be held at Stanford. The location of meetings may be changed by the board of directors. The annual meeting of members shall be held each year during the month of April.

#### **VII.3. SPECIAL MEETING**

(a) **Authorized persons who may call.** A special meeting of the members may be called at any time by any of the following: The board of directors, the president, or 30 or more members.

(b) **Calling meetings by members.** If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, any Vice President, or the Recording Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article VII, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the board of directors.

#### VII.4. NOTICE OF ANNUAL AND SPECIAL MEMBERS' MEETINGS

(a) **General notice contents.** The notice of an annual or special members' meeting shall be sent or otherwise given in accordance with subsection (c) of this Section not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.

(b) **Notice of certain agenda items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a director without cause;
- (ii) Filling vacancies on the board of directors by the members;
- (iii) Amending the articles of incorporation;
- (iv) Voluntarily dissolving the corporation.

(c) **Manner of giving notice.** Notice of any meeting of members shall be in writing and shall be given either personally or by first-class, registered or certified mail or by other means of written communication, including electronic, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

(d) **Electronic Notice.** Notice given by electronic transmission by the corporation shall be a valid only if

- (i) Delivered by (a) fax or electronic mail when directed to the fax number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly

delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(iii) That creates a record that is capable of retention, retrieval and review and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(i) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this Section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(ii) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the Recording Secretary, or any other person responsible for the giving of the notice.

(e) **Affidavit of mailing notice.** An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Recording Secretary or any transfer agent of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

#### **VII.5. QUORUM**

Five percent of the members shall constitute a quorum for the transaction of business at a meeting of the members.

#### **VII.6. ADJOURNED MEETING**

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

## VII.7. VOTING

(a) **Eligibility to vote.** Persons entitled to vote at any meeting of members shall be regular members as of the date determined in accordance with Section 10 of this Article VII, subject to the provisions of the California Nonprofit Corporation Law.

(b) **Manner of casting votes.** Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.

## VII.8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) **Written waiver or consent.** The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) **Waiver by attendance.** Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

## VII.9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

(a) **General.** Any action that may be taken at any annual or special meeting of members, including election of directors, may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) **Solicitation of written ballots.** The corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 4 of this Article VII for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be

counted. Each ballot so distributed shall: (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth and (3) provide a reasonable time within which to return the ballot to the corporation.

(c) **Quorum; majority.** Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) **Revocation.** No written ballot may be revoked after delivery to the corporation or deposit in the mails, whichever first occurs.

(e) **Filing.** All such written ballots shall be filed with the Recording Secretary of the corporation and maintained in the corporate records.

(f) **Effect of non-compliance.** Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the Law.

#### **VII.10.RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS AND OTHER ACTIONS**

(a) **To be determined by board of directors.** For the purposes of determining which members are entitled to receive notice of any meeting, the board of directors may fix, in advance, a "record date," which shall not be more than 90 nor less than 10 days before the date of any such meeting. For the purposes of determining which members are entitled to vote, to give consent to corporate action without a meeting, or to take any other action, the board of directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) **Failure of board to determine date.**

(i) **Record date for notices.** Unless otherwise fixed by the board of directors, the record date for determining those members entitled to receive notice of the annual meeting of members shall be the February 1 immediately preceding

the annual meeting and for special meetings of members, shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) **Record date for voting.** Unless otherwise fixed by the board of directors, the record date for determining which members are entitled to vote at the annual meetings of members shall be February 1 and for special meetings of members, shall be the day of the meeting.

(iii) **Record date for written consent to action without meeting.** Unless fixed by the board of directors, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

(iv) **Record date for other actions.** Unless fixed by the board of directors, the record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

#### **VII.11. PROXIES**

Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Recording Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, electronic transmission, or otherwise) by the member.

#### **VII.12. VOTING OF MEMBERS**

Each member shall be entitled to cast one vote on all matters submitted to a vote of the members.

### **VIII.**

#### **ELECTION OF DIRECTORS**

##### **VIII.1. NOMINATING COMMITTEE**

(a) **Nominating Committee Members and Duties.**

(i) **Selection of Nominating Committee Members.** No later than the January board meeting, the President shall present to the board of directors, for



the board's approval, a list of five members to comprise the nominating committee for that year (the "Nominating Committee"). One of these five members shall be the President Elect. The President shall solicit volunteers to serve on the Nominating Committee from the entire membership and shall choose people to serve on the Nominating Committee who are familiar with the membership and the positions to be filled. To be eligible to be on the Nominating Committee a person must not have served on that committee for more than two of the last five years, including the current year. In choosing members of the Nominating Committee, the President shall strive to include both long time members and members who currently have a student at Stanford; board members and non-board members. Any member being considered for the Nominating Committee, including the President Elect, shall be excused during the Board's deliberations and the vote on the membership of the Nominating Committee.

(ii) **Duties of the Nominating Committee.** The Nominating Committee's duties shall be to select qualified candidates for election to the board of directors. The Nominating Committee also shall be responsible for filling Committee Chair and all other non-board positions. If a member of the Nominating Committee is being considered for a position by that Committee, that member shall be excused from any discussions or decisions about that position. The Nominating Committee shall solicit volunteers to fill board and non-board positions from the entire membership and shall use its best efforts to include members who have not held a position before and members who currently have students at Stanford.

(iii) **Board's Responsibility to Insure Broad Membership Involvement.** It shall be the Board's responsibility to carefully review the President's suggestions for members of the Nominating Committee and the Nominating Committee's proposed slate of directors and non-board placement to insure that the corporation's goal of broad inclusion of members in the management of the corporation is achieved. No one shall be denied the right to serve on the board or in a non-board position on the basis of gender, race, religion, ethnic origin, age, national origin, disability, or sexual orientation.

(b) **First Meeting.** The first Nominating Committee meeting shall be called no later than January 31 by the President Elect. At their first meeting, the Nominating Committee shall vote to decide which of them will chair the Committee.

(c) **Slate of Directors; Eligibility.** The Nominating Committee, with the approval of at least four of the five members, shall select by ballot, one candidate for each office on the board to be filled who shall consent to serve if elected. No one may be proposed for a position who has already served in that position for any two of the five years immediately proceeding the term being considered. A nominee for President must have served on the board for at least one year. The President shall not be eligible for a

board position the year after having served as President. While a nominee for President Elect need not have served on the board of directors to be nominated, such person must have otherwise exhibited dedication to and an understanding of the workings of the organization. Any person serving more than eight months of a one-year term shall be considered to have served for one year for purposes of the limitation on reelection. The Nominating Committee shall present a slate of directors to the board no later than the March board meeting, for the board's approval and the Recording Secretary shall send to each member, with the notice of the annual meeting, a list of candidates nominated, by office and a proxy form.

(d) **Non-Board Positions**. No later than the April board meeting, the Nominating Committee shall present to the board for its approval, the Nominating Committee's recommendation for filling Committee Chair and other non-board positions.

### **VIII.2. ELECTION PROCEDURE AT ANNUAL MEETING**

(a) Directors shall be elected at each annual meeting of the members to hold office for the corporation's next fiscal year. At the annual meeting, the Nominating Committee chair shall report the slate of nominations from the Nominating Committee.

(b) Further nominations may be made from the floor providing consent has been obtained from the proposed nominee and eligibility cleared through the Recording Secretary at least ten days prior to the meeting.

(c) The election shall be held immediately after the President closes nominations.

(d) The Recording Secretary and the President Elect shall act as tellers. The candidate receiving the highest number of votes is elected to each position.

### **VIII.3. INSTALLATION OF DIRECTORS**

Directors shall be installed at the June general meeting. If a director is not present at the installation ceremony, the director shall be considered installed in absentia.

## **IX.**

### **DIRECTORS**

#### **IX.1. POWERS**

The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors, except as may be otherwise provided in these bylaws or the articles of incorporation.

## **IX.2. NUMBER AND QUALIFICATION OF DIRECTORS**

There shall be eleven elected members of the board of directors. These eleven directors shall be the President, President Elect, Vice President of Programs, Vice President of Volunteers, Vice President of Membership, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Historian and Scholarship Chair.

## **IX.3. TERM OF OFFICE OF DIRECTORS**

Each director shall serve for a term of one year beginning on July 1 and ending on June 30 of the following year. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. No director shall serve in the same position for more than two consecutive years or for more than two of five consecutive years. If a President is elected to serve a second term, the President Elect shall automatically be nominated for a second term as President Elect.

## **IX.4. VACANCIES**

(a) **Events causing vacancy.** A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who: (A) has been declared of unsound mind by an order of court, (B) has been convicted of a felony, (C) has been found by final order or judgment of any court to have breached a duty under section 5230 and following of the California Nonprofit Corporation Law, or (D) has missed more than three board meetings without being excused by the board; (iii) the vote of the members to remove a director; (iv) the increase of the authorized number of directors, or (v) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) **Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Recording Secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) **Filling Vacancies.** Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice, or (3) a

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sole remaining director. The members may elect a director at any time to fill any vacancy not filled by the directors.

(d) **No vacancy on reduction of number of directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### **IX.5. MEETINGS OF THE BOARD**

(a) Regular meetings of the board shall be held monthly except during July and August. The time and place of meetings shall be fixed by the Board. The Board may change the frequency of meetings.

(b) Special meetings may be called by the President, or by the President on the written request of three members of the board. All board members shall be notified at least four days in advance by first class mail or at least 48 hours in advance if notified personally or by telephone, e-mail or other electronic means.

(c) Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

(d) A majority of the authorized number of board members constitutes a quorum for the purposes of transacting business.

(e) The act of the majority of the board members present at a meeting duly held at which a quorum is present shall be the act of the board unless the act of a greater number is required by the law or these bylaws.

#### **IX.6. WAIVER OF NOTICE**

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

#### **IX.7. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

**X.**

**COMMITTEES**

**X.1. EXECUTIVE COMMITTEE; ADVISORY COMMITTEES**

The Executive Committee described in Section 3, below, is a “Board Committee” and consists only of board members. No other Board Committee may be formed by the Board. The Executive Committee shall operate in only the limited urgent situations described in Section 3 and in those urgent situations shall have all the authority of the board, except that it may not in any event:

- (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 of directors or in any committee which has the authority of the board;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) 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 or any person in which one or more of its directors have a material financial interest.

The board may from time to time designate committees which include non-board members (an “Advisory Committee”). An Advisory Committee shall only have the power to advise the board and shall not have the powers of a Board Committee.

Any Advisory Committee or the Executive Committee may be dissolved by the board.

## **X.2. MEETINGS AND ACTION OF EXECUTIVE COMMITTEE**

Meetings and action of the Executive Committee shall be governed by, and held and taken in accordance with, the provisions of Article IX of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the Executive Committee and its members for the board of directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records.

## **X.3. EXECUTIVE COMMITTEE**

The Executive Committee of the board of directors shall consist of the President, Vice President of Programs, Recording Secretary, President Elect and Treasurer. Meetings of the Executive Committee shall be called by the President to perform such functions as the President deems necessary on an urgent basis between regular board meetings. All actions of the Executive Committee shall be reported to and must be ratified by the full board at its next regularly scheduled meeting.

## **X.4. FINANCE COMMITTEE**

The Finance Committee shall be an Advisory Committee. It shall be chaired by the Treasurer and shall consist of the President, Treasurer, Financial Secretary, Vice President of Volunteers and, from the date of the Annual Meeting until completion of the corporation's annual budget, the Treasurer Elect. The Finance Committee shall prepare the annual budget for the corporation for approval by the board. The proposed budget shall be presented to the board no later than the June board meeting. The Finance Committee shall also oversee financial reports prepared by the Treasurer, audit of the books of the corporation, preparation of tax returns and any other financial matters pertaining to the corporation.

## **X.5. FUNDRAISING COMMITTEE**

The Fundraising Committee shall be an Advisory Committee. It shall be chaired by the Vice President of Volunteers and shall consist of members chosen by the Board who are overseeing specific fundraising activities of the corporation. The purpose of the Committee shall be to coordinate fundraising activities.

## **XI.**

### **OFFICERS**

#### **XI.1. GENERAL RESPONSIBILITIES OF OFFICERS**

All officers shall maintain a current procedure book and file an annual report with the President by the end of their term of office. The primary responsibilities of each officer are set forth below. All officers shall also have such other responsibilities as are prescribed by these

bylaws, are usual to that office or are requested by the board. All officers shall attend board meetings and general meetings of the membership. All officers shall prepare, in a timely manner, a report on their term of office which shall be submitted to the President by the end of their term of office. If the office of the President becomes vacant or the President is absent from a meeting of the board or of the members, the President's duties shall be fulfilled until the vacancy is filled or the President returns to her post, by the President Elect. If that office is vacant, then the duty shall fall to the other officers, in the order the officers are listed in Section 11.2, below.

## **XI.2. PRIMARY RESPONSIBILITIES OF OFFICERS**

(a) **President**. The President shall:

(i) Subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation.

(ii) Preside at all meetings of the members and at all meetings of the board of directors.

(iii) Put into effect all acts and orders of the corporation and the board of directors and carry out the provisions of the bylaws.

(iv) Report to the membership and the board on the conduct and management of the affairs of the corporation.

(v) Make necessary appointments with the approval of the board.

(vi) Be an ex officio member of all committees with full privileges, with the exception of the Nominating Committee. Ex officio means shall serve by virtue of the office. The President may attend and vote but is not required to do so.

(vii) Maintain a current copy of the corporation's articles of incorporation, bylaws and any other governing documents.

(viii) See that the other officers and committee chairs submit required reports and see that all reports are turned over to (a) the historian and (b) the new officers and chairs at the beginning of the fiscal year.

(ix) Make an annual report to the membership and file a copy of the report in the President's procedure book.

(x) Be the liaison to, and maintain good relations with, Stanford.

(xi) Chair the Executive Committee and be a member of the Finance Committee.

(xii) Select the Nominating Committee, subject to Board approval.

(b) **President Elect**. The President Elect shall:

(i) Perform all the duties of the President in the absence or disability of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.

(ii) Prepare for duties of the presidency, which the President Elect will assume upon the end of the current President's term of office, by studying these bylaws, parliamentary procedure and working closely with the President.

(iii) Be a member of the Executive Committee.

(iv) Act as parliamentarian at board and member meetings by giving advice and direction on compliance with these bylaws and Robert's Rules of Order.

(v) Consider and oversee any revisions to the articles of incorporation or bylaws.

(vi) Obtain insurance for the corporation and act as Teller at the annual meeting of members.

(vii) Be a member of the Nominating Committee.

(viii) Perform such other duties as may be assigned by the President or the board.

(c) **Vice President of Programs**. The Vice President of Programs shall:

(i) Be responsible for planning and implementing the monthly meetings of the members.

(ii) Be a member of the Executive Committee.

(d) **Vice President of Volunteers**. The Vice President of Volunteers shall:

(i) Oversee the corporation's activities in raising scholarship funds.

(ii) Obtain and schedule member volunteers for major corporation events.

(iii) Chair the Fundraising Committee.

(iv) Be a member of the Finance Committee.



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- (e) **Vice President of Membership.** The Vice President of Membership shall:
- (i) Manage the annual membership drive, the membership database and the skills inventory database.
  - (ii) Manage mailing to members of proxy forms to vote for slate of directors at annual meeting of members and oversee election procedures.
  - (iii) By February 5th, provide Recording Secretary with list of all members as of February 1st.
- (f) **Recording Secretary.** The Recording Secretary shall be the corporate secretary of the corporation and shall:
- (i) Keep a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
  - (ii) Give notice of all meetings of the members and of the board of directors required by the bylaws to be given.
  - (iii) Keep the official record of membership for annual meeting purposes.
  - (iv) Be a member of the Executive Committee.
- (g) **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall:
- (i) Keep and maintain adequate and correct books and records of accounts of the business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, and other matters customarily included in financial statements.
  - (ii) Shall keep the books of account open to inspection by any director at all reasonable times and to members as otherwise provided in these bylaws.
  - (iii) Shall provide to the board before each board meeting a report on the corporation's financial transactions for the preceding month and year to date, including an income and expense report, a list of checks written and any other reports requested by the board or determined by the Finance Committee to be

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appropriate for keeping the board informed on the financial status of the corporation.

(iv) Disburse the funds of the corporation in the normal course of the corporation's business dealings provided that no disbursement that is not within the budget may be made without board approval.

(v) Insure that the corporation complies with tax and related nonprofit laws and file necessary federal, state and local tax returns, including annual reports required by the Attorney General.

(vi) Prepare and distribute to members the annual financial report required by law within 120 days after the end of the fiscal year.

(vii) Be a member of the Executive Committee and chair the Finance Committee, which shall prepare the corporation's annual budget for submission to the board by the June board meeting.

(viii) Arrange for an annual audit of the books of the corporation, as directed by the Finance Committee.

(ix) Provide a cash box at corporation events where it is needed.

(x) Coordinate with the Corresponding Secretary in sending to donors written acknowledgment of gifts to the corporation.

(h) **Corresponding Secretary**. The Corresponding Secretary shall:

(i) Attend to the corporation's correspondence, including sending thank you notes to donors.

(ii) Maintain a stock of corporate stationery.

(i) **Financial Secretary**. The Financial Secretary shall:

(i) Collect, record and deposit all funds received by the corporation and provide written record of these transactions to the Treasurer and the President.

(ii) Be a member of the Finance Committee.

(iii) Provide the Corresponding Secretary with a list of names and addresses of people that donate to the corporation so that thank you notes can be sent.

(j) **Historian**. The Historian shall:

(i) Preserve the history of the corporation and compile the yearly reports of the group for presentation to the Stanford archives which shall include financials, committee reports, minutes, photographs, newspaper articles, brochures, etc. pertaining to the corporation for that fiscal year.

(ii) Maintain a Presidents' and scholarship recipients' binder.

(k) **Scholarship Chair**. The Scholarship Chair shall

(i) Act as liaison between the corporation and the Stanford Financial Aid Office and the corporation's steward at the Office of Development in connection with the students who are receiving financial assistance from the Stanford Mothers' Club Scholarship Fund.

(ii) Arrange for scholarship recipients to speak at the February Monthly Meeting and act as host to the recipients.

## **XII.**

### **INDEMNIFICATION OF DIRECTORS**

#### **XII.1. DEFINITIONS**

For the purpose of this Article,

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation;

(b) "proceeding" means any threatened, pending, or completed action 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 an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

#### **XII.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 claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

### **XII.3. ACTIONS BROUGHT 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 an action brought by, or on behalf of, this corporation, or by an 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 or a person granted related status 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.

### **XII.4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION**

(a) **Claims settled out of court.** If any agent settles or otherwise disposes of a threatened or pending action 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 person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action 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 action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action 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.

### **XII.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 reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he 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 person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person 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:

(i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the members by an affirmative vote (or written ballot in accord with Article VII, Section 9) 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 constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending. 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.

## **XII.6. LIMITATIONS**

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii), 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, or an agreement in effect at the time of the accrual 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 indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### **XII.7. ADVANCE OF EXPENSES**

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### **XII.8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS**

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

#### **XII.9. INSURANCE**

The board of directors 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 in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

### **XIII.**

#### **RECORDS AND REPORTS**

##### **XIII.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;
- (c) A record of its members, giving their names and addresses.

##### **XIII.2. MEMBERS' INSPECTION RIGHTS**

- (a)
  - (i) Any member of the corporation may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or

(ii) obtain from the Recording Secretary, on written demand and on the tender of the Recording 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 of 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 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled;

(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 person's interest as a member; and

(c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

### **XIII.3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The corporation shall keep at its principal executive office the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

### **XIII.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 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.

### **XIII.5. ANNUAL REPORT TO MEMBERS**

(a) Not later than 120 days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

- (i) The assets and liabilities of the corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities during the fiscal year.

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(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

The annual report and any accompanying material may be sent to members by electronic transmission.

#### **XIV.**

### **AMENDMENT OF BYLAWS**

These bylaws may be amended by a two-thirds vote of the directors at a duly held meeting (provided that the proposed amendment has been presented at the preceding monthly board meeting) or by a majority vote of the members at a duly held annual or special meeting, provided that notice of the bylaws amendment was provided to the members. The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

(i) Any provision increasing the terms of directors;

(ii) Any provision allowing one or more directors to hold office by designation or selection rather than election by the members;

(iii) Any provision giving the board of directors' power to fill vacancies on the board created by removal of directors;

(iv) Any provision increasing the quorum for members' meetings;

(v) Any provision repealing, restricting, creating or expanding proxy rights.

#### **XV.**

### **GENERAL PROVISIONS**

#### **XV.1. FISCAL YEAR**

The fiscal year of the corporation shall begin on July 1 and end on June 30.



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## **XV.2. PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order Newly Revised shall govern the proceedings of the corporation in all cases not provided for in these bylaws or not inconsistent with the laws of the State of California.

## **XV.3. SIGNATORIES ON CHECKS**

Checks issued by the corporation shall be required to have two signatures if the check is in an amount greater than \$500. The board of directors shall, no later than the June board meeting, authorize three signatories for the upcoming fiscal year, to be effective on July 1. Concurrently, the board of directors shall withdraw authorization from all prior signatories. The authorized signatories shall be the Treasurer, the President and one other board member to be chosen by the new President. The Financial Secretary may not be an authorized signatory.

## **XV.4. DEFINITION OF “WRITTEN”**

“Written” or “in writing” includes facsimile and electronic communication.

## **XV.5. STANDARDS OF CONDUCT**

A director shall perform the duties of a director, including duties as a member of a committee, in good faith, in a manner the director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances.

## **CERTIFICATE OF RECORDING SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Recording Secretary of the Parents’ Club of Stanford University, Founded in 1924 as The Mothers’ Club, a California nonprofit corporation, and the above bylaws, consisting of \_\_\_ pages, are the bylaws of this corporation as adopted at a meeting of the board of directors held on May 7, 2015.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Recording Secretary