

Bylaws of STARSHIP ORION, a California Public Benefit ASSOCIATION

ARTICLE 1  
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Association for the transaction of its business is located at 555 Ave del Ora, Redwood City, CA 94062 at Orion Alternative and Mandarin Immersion Elementary School in San Mateo County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Association's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

555 Avenue del Ora, Redwood City, CA 94062 at Orion Alternative and Mandarin Immersion  
Elementary School Dated: 06 August 2021

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

SECTION 3. OTHER OFFICES

There shall be no other office except that of the Orion Alternative and Mandarin Immersion Elementary School, Redwood City, California or its successor.

ARTICLE 2  
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Association shall be:

- An organization to which Orion Alternative and Mandarin Immersion families, staff and School Site Council may turn for monetary support of educational programs and needs such as:
  - a. Programs or needs that may not statutorily be funded from SIP funds and are not available from District Funds.
  - b. Ongoing programs that the district is unable to currently fund. For example: art and music programs.
- To provide a forum where the ongoing needs of the school community are communicated, supported and managed.
- To encourage cooperation between all member working groups at the School.
- To address and manage proposals and events that need parent participation and resources.
- To uphold, maintain and support the philosophy and programs of the School.

ARTICLE 3  
MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The Association shall have only one class of members. No member shall hold more than one membership in the Association. Except as expressly provided in or authorized by the Bylaws of this Association, all memberships shall have the same rights, privileges, restrictions and conditions.

## SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this Association are as follows: Parents, guardians, faculty, staff, and classified personnel of both the Parent Participation and Mandarin Immersion programs at Orion Alternative School.

## SECTION 3. ADMISSION OF MEMBERS

All parents, guardians, faculty, staff, and classified personnel of the school shall be admitted to membership automatically upon the start of each school year (for faculty, staff, and classified personnel) or upon enrollment of their child in the school (for parents). Membership may occur at any time during the year.

## SECTION 4. FEES, DUES AND ASSESSMENTS

There shall be no fees, dues or assessments upon the members.

## SECTION 5. MEMBERSHIP BOOK (DELETED in 2021\_09\_16 Revision)

## SECTION 6. NON LIABILITY OF MEMBERS

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

## SECTION 7. NON TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising from such membership. All rights of membership cease upon the member's death.

## SECTION 8. TERMINATION OF MEMBERSHIP

Grounds for Termination: The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) When a parent or guardian no longer has a student attending the School;
- (2) When a faculty, staff or classified personnel cease to be employed at the School.

## ARTICLE 4

### MEETINGS OF MEMBERS

#### SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Association or as designated by resolution of the Board of Directors.

#### SECTION 2. MEETINGS

The members shall meet annually each May, or as otherwise designated by the Board of Directors, for the purpose of electing officers and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. In the event that a meeting is conducted virtually, virtual ballots will be permitted. (Examples of virtual ballots may include Zoom polls or other similar mechanisms) Members shall meet at least six (6) times per year, inclusive of the annual meeting.

#### SECTION 3. NOTICE OF MEETINGS

(a) Time of Notice: Whenever members are required or permitted to take action at a meeting, a written notice (via all communication platforms: email, paper, text, social media) of the meeting shall be given by the Secretary of the Association not less than seven (7) nor more than thirty (30) days before the date of the meeting to each member.

(b) Manner of Giving Notice: Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member on the membership application. Notice shall be deemed to have been given at the time when delivered personally, through classroom distribution, deposited in the postal mail or other means of communication, like email, text messages and social media platform posts.

(c) Contents of Notice: Notice of a membership meeting shall state the place, date, and time of the meeting and those matters which the Board, at the time notice is given, intends to present for action by the members. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

#### SECTION 4. QUORUM FOR MEETINGS

A quorum shall consist of at least two (2) officers and five other members of the voting members of the Association. The members present at a duly called and held meeting at which a quorum is present may continue to do business notwithstanding the loss of a quorum. When a meeting is adjourned for lack of a quorum, a new meeting notice shall be posted.

#### SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Association of this Association, or these Bylaws, require a greater number.

#### SECTION 6. VOTING RIGHTS

Each parent, guardian, faculty, staff member and classified personnel shall have one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Officers, however, shall be by ballot. In the event that a meeting is conducted virtually, virtual ballots will be permitted.

#### SECTION 7. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy.

#### SECTION 8. CONDUCT OF MEETINGS

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with any provision of law. Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person. The Secretary of the Association shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

#### SECTION 9. REASONABLE NOMINATION AND ELECTION PROCEDURES

This Association shall make available to Members reasonable nomination and election procedures with respect to the election of officers by members. Such procedures shall be reasonable given the nature, size and operations of the Operation, and shall include:

- (a) A reasonable means of nominating persons for election as officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

## ARTICLE 5 OFFICERS

### SECTION 1. NUMBER

The Association shall have eight officers and collectively they shall be known as the Board of Directors (Board). The number may be changed by amendment of this Bylaw, as provided in these Bylaws. The officers of the Association shall be two Co-Presidents, two co-Vice-Presidents, two co-Secretaries, and two co-Chief Financial Officers who shall be designated as Treasurers. Two offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President. For each role, there shall be one office holder from the Orion Alternative Parent Participation Program and one office holder from the Mandarin Immersion Program. The co-Presidents collectively serve as Chairpersons of the Board of Directors.

### SECTION 2. POWERS

The Board of Directors are subject to the provisions of applicable California law and any limitations in the Articles of Association and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Association. The activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### SECTION 3. DUTIES

It shall be the duty of the Board to:

- (a) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- (b) Appoint and remove all officers and agents of the Association;
- (c) Supervise all officers and agents of the Association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Association. Sending notices of meetings to them at such addresses shall be valid notices thereof.

### SECTION 4. TERMS OF OFFICE

Each officer shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, or until his or her qualified successor is elected.

### SECTION 5. COMPENSATION

Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

### SECTION 6. RESTRICTION REGARDING INTERESTED OFFICERS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be a brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of an Officer.

## SECTION 7. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any officer, and (2) whenever the number of authorized officers is increased. Any officer may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum by the unanimous written consent of the officers then in office.

## SECTION 8. NON-LIABILITY OF OFFICERS

The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including an officer, employee or other agent of the Association) against any liability other than for violating provisions of law relating to 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 the Association would have the power to indemnify the agent against such liability.

## SECTION 9. DUTIES OF THE CO-PRESIDENTS

The co-Presidents shall be the chief executive officers of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. They shall perform all duties of this office as specified in these bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, they shall preside at all meetings of the members.

## SECTION 10. DUTIES OF THE CO-VICE PRESIDENTS

In the absence of both co-Presidents, or in the event of their inability or refusal to act, the co-Vice Presidents shall perform all the duties of the co-Presidents, and when so acting shall have all the powers of, and be subject to all the restrictions on, the co-Presidents. The co-Vice Presidents shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

## SECTION 11. DUTIES OF THE CO-SECRETARIES

The co-Secretaries shall:

- (a) Certify and keep at the principal office of the Association the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of this Association, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records.
- (e) Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, they shall record such fact in the membership book together with the date on which such membership ceased. Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.
- (f) In general, perform all duties of the office of Secretary and such other duties which may be assigned to him or her by the Board of Directors.

## SECTION 12. DUTIES OF THE CO-TREASURERS

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the co-Treasurers shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (c) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefore.
- (d) Render to any officer, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (e) In general, perform all duties of the office of Treasurer and which may be assigned to them by the Board of Directors.
- (f) Will administer the budget and record any adjustments to the budget, per Article 13, Section 1 of these Bylaws and provide reports of actual expenditures versus budget to the membership at membership meetings or when requested by the Board.
- (g) Will maintain policies & procedures related to managing the financials of the association and provide these to the successor or the Board of Directors.

## ARTICLE 6 COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

There shall be no executive committee at this time. The membership may amend the bylaws at a later time should this become desirable.

### SECTION 2. STANDING COMMITTEES AND SPECIAL COMMITTEES

The Association shall have committees designated by resolution of the Board of Directors. For example, an "Auction Committee" may be formed to produce a fundraising auction as needed. Such committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

There will be a committee chairperson(s) for each committee that is filled by self-selected volunteers who would like to lead.. An end of year committee report shall be submitted to the Board and membership at the last meeting of the year. Each committee chairperson, or designate, shall provide an update of their committee's activities at each membership meeting.

## ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract, or execute and deliver any instrument in the

name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by at least one of the co-Treasurers or by at least one of the co-Presidents of the Association or by at least one of the co-Vice Presidents of the Association or an agent designated by the Board of Directors. All checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Association in excess of \$500 shall be countersigned by one of the foregoing or their role counterpart. Only checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Association for items which are included in a currently approved budget shall be issued. Any un-approved budget items must be included as an adjustment to the budget per Article 13, Section 1 of these Bylaws before payment is made.

## SECTION 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

## SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

## ARTICLE 8

### ASSOCIATION RECORDS AND REPORTS

#### SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The Association shall keep at its principal office in the State of California:

- (a) Minutes of all meetings;
- (b) Adequate and correct books and records of account;
- (c) A record of its members, indicating their names and addresses;
- (d) A copy of the Association's Articles of Association and Bylaws as amended to date, which shall be open to inspection by the members of the Association at all reasonable times during office hours.

#### SECTION 2. INSPECTION RIGHTS

Every member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

#### SECTION 3. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all members of the Association or to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 4 of this Article. The annual report 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 Association that such statements were prepared without audit from the books and records of the Association. If this Association has members, then, if this Association receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Association shall automatically notify all members that the report is available, upon request, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### SECTION 4. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

The annual report shall include disclosure of the following financial transactions:

- 1) Cumulative payments to any individual or organization of \$1,500 or more and
- 2) Cumulative payments to any director or officer of \$500 or more. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Association, the nature of such person's interest in the transaction.

### ARTICLE 9

#### FISCAL YEAR OF THE CORPORATION

##### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June in each year.

### ARTICLE 10

#### AMENDMENT OF BYLAWS

##### SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, any portion of these Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) By approval of the members of this Association, by majority vote, or;
- (b) By approval of the Board of Directors, by majority vote according to Article 4 of these Bylaws, unless the Bylaw amendment would materially and adversely affect the rights of members.

### ARTICLE 11

#### PROHIBITION AGAINST SHARING ASSOCIATION PROFITS AND ASSETS

##### SECTION 1. PROHIBITION AGAINST SHARING ASSOCIATION PROFITS AND ASSETS

No member, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association. All



members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Association of this Association and not otherwise.

ARTICLE 12  
ANTI-DISCRIMINATION POLICY

SECTION 1. ANTI-DISCRIMINATION POLICY

Starship Orion does not discriminate against members or employees on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, marital status, veteran status, ancestry, or national origin.

ARTICLE 13  
BUDGETS

SECTION 1. ANNUAL BUDGET

A budget for the next fiscal year shall be prepared and submitted to the membership for approval by the end of the current fiscal year. The Board of Directors or its designate or an authorized budget committee may prepare the annual budget. Any changes or adjustments to an approved annual budget must be submitted to and approved by the membership.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of directors in the Articles of Association of Starship Orion, a California nonprofit Association, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of nine (9) pages, as the Bylaws of this Association.

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

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Association named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Association on the date set forth below.

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

\_\_\_\_\_, Secretary

REVISIONS

This is to certify that the Bylaws of the Association were duly revised and adopted by the Board of Directors of said Association and by vote of the Starship membership on the date set forth below.

Date Bylaws Revised: \_\_\_\_\_

\_\_\_\_\_, Secretary