

BYLAWS OF VILLA PARK ELEMENTARY  
HOME AND SCHOOL LEAGUE  
AS AMENDED AND RESTATED MAY 26, 2011

ARTICLE I - FORMATION AND POWERS

**A. Name, Incorporation, Adoption, and Amendment of Bylaws**

1. The name of this non-profit corporation shall be Villa Park Elementary Home and School League (referred to in these Bylaws as “the League”).
2. The beginning date of this organization was in 1931. It was incorporated and the Articles of Incorporation (“the Articles”) were filed on October 28, 1957.
3. The original Bylaws of the League were approved on April 15, 1959, and adopted by the General Membership.
4. These Bylaws were last amended and restated on May 26, 2011, to be effective that date.

**B. Corporate Powers**

Subject only to any limitations provided in the Articles, these Bylaws, and the laws of the State of California, all corporate powers shall be exercised by or under authority of and the business and affairs of the League shall be controlled by the Executive Board which is the Board of Directors of this corporation.

ARTICLE II - OBJECTIVES AND POLICIES

**A. Objectives**

1. To create a closer relationship between the home and school so that parents and teachers may cooperate in the training of youth.
2. To promote the welfare of youth through cooperation with the home and community.
3. To develop between educators and the general public united efforts to secure for all youth the highest advantage in physical, mental, social, and spiritual education.

## **B. Policies**

1. The League shall function as a non-profit, non-partisan, and non-political organization.
2. The fiscal year of the League shall commence on August 1 of each year.
3. The League shall make contracts and do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the League.
4. The Executive Board, except as otherwise provided in these Bylaws, may authorize any elected officer, member of the General Board, or any agent designated in writing, to enter into any contract or execute any instrument in the name of and on behalf of the League. Such authority may be general or confined to general instances. Unless so authorized by the Executive Board, no officer, General Board member, agent or employee shall have any power or authority to bind the League by any contract or engagement, or to pledge its credit or to render it liable for any purpose to any amount.
5. An Executive Board or General Board position may be declared vacant upon resignation or upon failure to attend three (3) consecutive Executive or General Board meetings without an excuse which is deemed acceptable by the Executive Board.
6. Each officer, General Board Member, and Committee Chairman, upon the expiration of his or her term, resignation or removal, shall turn over to the President within 30 days, all records, books, funds, and/or other material, including and up-to-date procedure book for that position.
7. At the beginning of his or her term office, each member of the General Board shall be given a copy of the Articles of Incorporation and these Bylaws. A copy of the Articles and Bylaws shall be made available to any member of the League upon request.
8. The League shall not seek to interfere with Villa Park Elementary School (“the School”) administrative activities or attempt to control school policies.
9. A School newsletter shall be published on a regular basis.
10. No part of the net earnings of the League shall ever inure to or for the benefit of or be distributable to its members, officers, or other private persons, except that the League shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes for which it was formed.
11. Notwithstanding any other provisions of these Bylaws, the League shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code.

## ARTICLE III - FINANCIAL MATTERS

### **A. Financial Policies**

1. The League shall maintain a sound financial position.
2. No profit-making organization or individual, without prior approval of the Executive Board, shall be granted the privilege of selling anything or making money in any way during any activity sponsored by the League.
3. The League's financial books and records shall be audited annually at the close of the fiscal year. At the discretion of the Executive Board, this audit shall be made by either:
  - (a) an independent auditor paid for by the League; or
  - (b) one or more members appointed by the Executive Board, with approval by the General Board, who shall act as an internal auditor or auditors. Neither the current Treasurer nor the Treasurer for the prior year may serve as an auditor.

### **B. Budget, Unbudgeted Expenditures**

1. The President shall confer with the Treasurer in preparing a preliminary budget to be presented to the Executive Board for discussion prior to the September meeting of the General Board. A proposed budget shall then be prepared and presented to the General Board for vote at the September meeting.
2. The President shall have authority to adjust the budget by increasing any budgeted item by an amount not to exceed \$100.00, provided the budget remains balanced.
3. Any unbudgeted expenditure by the League must be approved in advance by the General Board.

### **C. Use of Profits**

1. A minimum of one thousand dollars (\$1,000.00) shall be maintained in the treasury for the following year. All profits in excess of this amount shall be spent as provided in Paragraphs 2 and 3, below.
2. All profits from Outdoor Education and the Student Council, shall be spent for the implementation and continuation of these programs, respectively.

3. League profits which are not from the specific programs described in Paragraph 2, above, shall be spent during the school year for materials, projects, and equipment as recommended by the Executive Board and approved by the General Board. All profits remaining at the end of the school year shall be spent for materials, projects and equipment as recommended by the Goals Committee (described in Paragraph 4, below) and approved by the General Board.
4. The Goals Committee shall consist of the following:
  - (a) the President Elect (if this position is filled);
  - (b) the Treasurer;
  - (c) the President or an Executive Board Member appointed by the President;
  - (d) the Ways and Means Chairperson;
  - (e) three General Board members appointed by the President;
  - (f) two faculty members, selected by the faculty to represent the lower and upper grades; and
  - (g) the School principal shall be invited to be a member.

## ARTICLE IV - LEAGUE MEMBERSHIP

### **A. Membership Requirements**

1. Membership in the League shall be open to all staff of the Villa Park Elementary School and to all legal guardians of Villa Park Elementary School students.
2. League Membership privileges shall be based on payment of current annual dues of ten dollars (\$10.00) per year. Only one ten dollar (\$10.00) payment shall be required for the guardians of all children in any household. This payment entitles the remitting staff member or the single household to League Membership.
3. There shall be only one class of League Membership and all members shall be equal and shall be entitled to all rights and privileges of membership provided by these Bylaws. Each League household or staff member (as appropriate) shall be entitled to a single vote in the transaction of League business.
4. In these Bylaws, "League Members" refers to all persons having League Membership privileges under the provision of this Article IV.

### **B. Function of League Members**

1. The League Members shall have all powers, rights, and duties expressly conferred upon the members by the Articles, these Bylaws, or California Corporate Law.
2. In the event of a dispute regarding League policy or functions between the Executive Board and the General Board, a meeting of the membership will be called by either Board and the dispute will be resolved by the vote of two-thirds (2/3) of the members present. The Bylaws shall be amended according to Article XI to prevent future disputes on the matter addressed.

### **C. Meetings of League Members**

1. There shall be a minimum of two meetings of League Members during the school year which shall be held at Back to School Night and Open House or at such other time and place as shall be set by the President, and approved by the Executive Board.
2. Meetings of the League Members shall be held at the Villa Park Elementary School which is located at 10551 Center Drive in the City of Villa Park, California, unless otherwise designated by the President.
3. Special meetings of League Members may be called at any time by the President provided that the Members be given at least 10 days notice of the time and place of the meeting and the matters to be considered as required by California Corporations Code §601.

### **D. Voting Procedures**

1. Ten percent (10%) of League Members shall constitute a quorum for Membership meetings. The President shall have discretion to determine that a quorum is present. Any member present at the meeting may call for determination of a quorum by a written attendance record.
2. At the discretion of the President, any vote of members at a meeting may be made orally, unless a written ballot is required by these Bylaws or California law. If ten percent (10%) of the League Members present at the meeting object to an oral vote, the issue will be determined by written ballot.
3. At the discretion of the President, any decision by the League Members may be made by written ballot. Written ballots may be distributed at a meeting, by mail, or sent home with students.

4. Action at any meeting of the League Members shall be taken upon a simple majority vote of those present, or if a written ballot is used, by a simple majority of the ballots cast, unless a larger percentage is required by Article IV, Section (B)(3), or Article XI of these Bylaws, or by California Law. The number of ballots cast must be at least equal to a quorum (10% of the League Members).
5. Each League Member shall be entitled to one vote. Although non-members may be invited to attend and observe at membership meetings, only League Members are entitled to vote.

## ARTICLE V - EXECUTIVE BOARD (BOARD OF DIRECTORS)

### **A. Officers of The Executive Board**

1. The Executive Board shall consist of the elected officers of the League: the President, President Elect, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, and Parliamentarian. If there are Co-Officers in any position, they shall both serve on the Executive Board, but only one vote shall be cast for each Office. In the case of a tie on a vote in the transaction of League business, the acting President's vote shall be the deciding factor. Other than in the case of a tie, the Acting President shall not vote on the transaction of League business.
2. The number of Executive Board members shall be a minimum of five and a maximum of fifteen.

### **B. Functions of The Executive Board**

1. The Executive Board shall have all of the powers and responsibilities of the Board of Directors of a corporation as prescribed by California Corporate Law.
2. The Executive Board shall assist the President in determining the agenda for the General Board Meetings.
3. The Executive Board shall have all other powers, rights, and duties expressly conferred upon the Executive Board by the Articles or these Bylaws.

### **C. Meetings of The Executive Board**

1. The Executive Board shall have a minimum of eight monthly meetings each year, at a time and place designated by the President. Special meetings may be called by the President or by a majority of the members of the Executive Board upon notification of every Executive Board member in writing or by telephone.
2. Meetings of the Executive Board shall only be open to members of the Executive Board and other League Members or guests invited to attend or address the Executive Board.

3. A simple majority of the Executive Board shall constitute a quorum for the transaction of League business, and the action of a majority of the Executive Board present at any meeting at which there is a quorum is valid as a corporate act.

#### **D. Vacancies**

Vacancies on the Executive Board shall be filled by the President, contingent upon approval by the remaining members of the Executive Board.

#### **E. Action of the Executive Board Without a Meeting**

Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action; provided, however, that the consent of any Director/Officer who has a material financial interest in a transaction to which the League is a party and who is an “interested director” as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have same force and effect as a unanimous vote of the Executive Board. Such written consents shall be filed with the minutes of the Board and may be provided electronically.

### **ARTICLE VI - THE GENERAL BOARD**

#### **A. Board Positions**

1. There shall be a minimum of twenty League Members serving on the General Board. There is no maximum number. The size of the General Board will be determined by the President, subject to approval of the Executive Board, and will depend on the programs and activities planned for the year.
2. The General Board shall consist of all elected officers of the League, the Chairmen of all standing Committees, the Principal of the school, one or two faculty representatives, and those appointed to the other General Board positions by the President, with right of approval of the Executive Board.
3. During the year, new General Board positions may be created by the Executive Board. New positions and vacancies of the General Board shall be filled by the President, contingent upon approval of the Executive Board.

#### **B. Functions of the General Board**

1. The General Board shall plan and implement the activities of the League.
2. The General Board shall act in a fiscally responsible manner within the constraints of the annual budget.

3. The General Board shall have all other powers, rights, and duties expressly conferred upon the General Board by these Bylaws.

### **C. Meetings of the General Board**

1. The General Board shall have a minimum of eight monthly meetings during the year, at a time and place to be fixed by the President. Special meetings may be called by the President or by a majority of the General Board, upon notification of every General Board member.
2. Twenty five percent (25%) of the General Board shall constitute a quorum for the transaction of business, determined by the number of board positions, not individuals. The action of a majority of the General Board members present at any meeting at which there is a quorum is valid as an action by the General Board. Each board position shall be entitled to only one vote.
3. General Board meetings are open to all League Members. Guests who are not members of the League may only attend if invited in advance by the President.
4. The President shall notify all League Members of the time and place of all General Board Meetings by an announcement in the School newspaper, notices sent home with students, or other appropriate means.

## **ARTICLE VII - COMMITTEES**

### **A. Standing Committees**

1. General Board members may use standing Committees to accomplish their work. A list of the current Standing Committees approved by the Board is attached hereto as Exhibit "A." Exhibit "A" may be amended by a majority vote of the Executive Board pursuant to Article V of these Bylaws. Committee Chairman shall be appointed by the President and submitted to the Executive Board for approval. Exhibit "A" may be amended by a majority vote of the Executive Board without compliance with Article XII of these Bylaws.
2. The number of people on each committee will be determined by the Chairman with the right of approval of the Executive Board. Only League Members may serve on any Committee.
3. The Chairmen of all Standing Committees shall present the plans of work for approval by the Executive Board.
4. The Chairmen shall present timely progress reports to the General Board.

## **B. Temporary Committees**

1. At the discretion of the President and the Executive Board, temporary committees may be formed to perform any task assigned to such committee by the Executive Board or the General Board.
2. The President, with approval of the Executive Board, shall appoint the Chairmen of all temporary Committees.
3. The Committee Chairman shall appoint the members of any temporary committee.
4. The Chairmen of all temporary committees shall make timely progress reports to the General Board and a final report upon conclusion of the committee's work.

## ARTICLE VIII - ELECTION OF OFFICERS

### **A. Elective Officers**

The Elective Officers (Executive Board) of the League shall consist of the President, President Elect, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, and Parliamentarian. With the approval of the General Board, Co-Officers may be nominated to any elected offices except for Treasurer.

### **B. Eligibility Requirements**

1. Each candidate for any elective office must satisfy all of the following requirements:
  - (a) be a paid Member of the Villa Park Elementary Home and School League in good standing;
  - (b) be the legal guardian of a child attending Villa Park Elementary School; and
  - (c) either have served at least one (1) year on the General Board, or be a room mom or art docent, or have attended at least four (4) regular business meetings of the General Board at any time during the current year.
2. A term of office shall be for one (1) year commencing August 1<sup>st</sup> and terminating July 31<sup>st</sup> of the subsequent calendar year. Any officer who has served for two (2) consecutive terms in the same capacity shall be ineligible to serve in that capacity until at least one (1) term has elapsed subsequent to the two (2) consecutive terms of service. Any officer having served for four (4) months shall be considered to have served one (1) term.

### **C. The Nominating Committee**

1. Before the February meeting of the General Board, the President will give League Members interested in serving on the Nominating Committee an opportunity to express this interest.
2. The Nominating Committee shall consist of at least five regular members and two alternate otherwise stated below.
  - (a) The members shall be:
    - (i) two members from the Executive Board, which shall include the President Elect (if this position is filled);
    - (ii) the Principal, or a faculty member appointed by the Principal; and
    - (iii) two or more additional League members.
  - (b) One alternate shall be from the Executive Board, and one shall be from the General Board.
3. The President and the General Board shall carefully consider the qualifications of all League Members who are willing to serve on the Nominating Committee. Attendance of at least one General Board meeting in the current school year is required.
4. The President shall appoint one of the members from the Executive Board or General Board as Chairman. The President Elect shall not eligible to be Chairman.
5. The Chairman and members of the Nominating Committee will be announced at the February General Board Meeting.
6. On or before the regular April Board Meeting, the nominating Committee shall submit a list of one or more nominees for the slate of officers. The Nominating Committee shall obtain the prior consent of all members nominated for office.

### **D. Election of Officers**

1. A meeting of all League Members for the election of officers shall be held on or before May 31st of each year.
2. At least ten (10) days prior to this election meeting, the Nominating Committee shall provide all League Members with written notice of the list of nominees for each office.
3. At the election meeting, the President shall read the list of nominees for each office. Other nominations may be made from the floor, provided, however, the nominee is either present at the meeting and orally consents to his or her nomination, or has given prior written consent.

4. A majority vote of the League Members present at the election meeting, or if there are written ballots, a simple majority of the votes cast, shall be required to elect each officer. Each League Member shall be entitled to only one vote.
5. Voting shall be by written ballot except when there is only one candidate for an office. If written ballots are necessary, the ballots may be distributed and the vote taken in any manner provided in Article IV, Section (D)(3) of these Bylaws. The number of ballots cast must be at least equal to a quorum (10%) of the League Members.

## ARTICLE IX - OFFICERS AND THEIR DUTIES

### **A. President**

The President shall preside at all meetings of the League Members, the General Board, and the Executive Board. He or she shall also serve as an ex-officio member of all committees, except the Nominating Committee. The President shall have the power to call special meetings of the Executive Board, the General Board and the League Members. The President shall have such other powers and perform such other duties as may be described by the Executive Board or the Bylaws. The President shall also:

1. be authorized to co-sign checks;
2. appoint the General Board, subject to the approval of the Executive Board;
3. arrange for liability coverage for the League;
4. give, or cause to be given, notice of all meetings of the League Members, the Executive Board, and the General Board as required by these Bylaws; and
5. represent, or appoint another officer to attend, school district and community meetings.

### **B. President Elect**

In the absence or disability of the President, the President Elect will perform all the duties of the President, and when so acting, shall have all the powers of the President. He or she shall succeed the President in case of the President's resignation, death or removal for any reason. The President Elect shall also:

1. assist the President;
2. be authorized to co-sign checks; and
3. have such other powers and perform such other duties as may be prescribed by the Executive Board or the Bylaws.

### **C. First Vice President**

The First Vice President shall succeed the President Elect and the President in case of vacancy in office of the aforementioned officers. He or she shall also be Ways and Means Committee Chairman. He or she shall supervise all Ways and Means activities.

### **D. Second Vice President**

The Second Vice President shall succeed the First Vice President, the President Elect, and the President in case of vacancy in office of the aforementioned officers. He or she shall also be Program Chairman and be responsible for arranging programs for the school throughout his or her term of office.

### **E. Third Vice President**

The Third Vice President shall succeed the Second Vice President, First Vice President, the President Elect, and the President in case of vacancy in office of the aforementioned officers. He or she shall be responsible for the appointment of Room Mothers and informing them of their duties.

### **F. Fourth Vice President**

The Fourth Vice President shall succeed the Third Vice President, the Second Vice President, the First Vice President, the President Elect, and the President in case of vacancy in office of the aforementioned officers. He or she shall be responsible for the Dad's Club and organizing meetings and activities of the Dad's Club throughout his or her term of office.

### **G. Secretary**

The Secretary shall keep a Book of Minutes of all meetings of the League Members, the General Board, and the Executive Board. The Minute Book shall be kept at such place as the Executive Board may order. The Minutes of each meeting shall state the time and place of the meetings, actions taken and other important matters. The Minutes shall state whether it was a regular or special meeting, and for special meetings shall state how authorized and how notice was given. The Secretary shall also:

1. keep a permanent file of all written papers, instruments and all records of value to the League and its officers, and transfer this file to his or her successor at the close of his or her term of office;
2. maintain a complete and current record of the League's Articles and Bylaws in the School office. This record shall contain the original Articles and Bylaws and all amendments thereto, including all available resolutions and other materials establishing that such amendments were legally adopted;

3. keep a record of all board members and guests in the Minute Book for all meetings of the Executive Board and General Board;
4. provide a copy of the General Board Minutes to the President, Principal, and all League Members attending the next meeting of the General Board; and
5. upon request, provide copies of League Minutes and records to League Members, in the manner required by California Corporate Law.

#### **H. Treasurer**

The Treasurer shall receive and deposit in a local bank designated by the Executive Board all monies of the League, and shall keep an accurate record of all receipts and expenditures. All payments shall be as authorized by the Executive Board or General Board. The Treasurer shall also:

1. co-sign all checks;
2. present a statement of account at every General Board meeting and whenever requested by the Executive Board, which shall include a list of all checks disbursed;
3. make a full financial report at the end of the fiscal year;
4. provide members of the Executive Board, General Board and League Members access to the League's books and records in the manner required by California Corporate Law; and
5. surrender all League books and records to the current President within thirty days after vacating office.

#### **I. Parliamentarian**

The Parliamentarian shall be familiar with and advise the President and Boards as to the interpretation of these Bylaws and the procedure of the meetings prescribed by Robert's Rules of Order Newly Revised.

## ARTICLE X - INDEMNITY AND INSURANCE

### **A. Definitions**

For the purposes of this article, "agent" means any person who is or was a Director, officer, employee or other agent of the League; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under Section D or E(2) of this Article X.

### **B. Indemnification in Action by Third Parties**

The League shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the League to procure a judgment in its favor and action brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or any action brought by the Attorney General for any such breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the League, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the League and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the League or that the person had reasonable cause to believe that the person's conduct was unlawful.

### **C. Indemnification in Actions by of or in the Right of the League**

The League shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the League, or brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted realtor status by the Attorney General for a breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the League, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the League and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section C:

1. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the League in the performance of such person's duty to the League, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
3. Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

#### **D. Indemnification Against Expenses**

To the extent that an agent of the League has been successful on the merits in defense of any proceeding referred to in Sections B or C of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

#### **E. Required Determinations**

Except as provided in Section D of this Article, any indemnification under this Article shall be made by the League only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections B or C of this Article, by:

1. A majority vote of a quorum consisting of the Executive Board (Board of Directors) who are not parties to such proceeding; or
2. The court in which such proceeding is or was pending upon application made by the League or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the League.

#### **F. Advance of Expenses**

Expenses incurred in defending any proceedings may be advanced by the League prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent that the agent is entitled to be indemnified as authorized in this Article.

#### **G. Other Indemnification**

No provision made by the League to indemnify its Directors or Officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of members of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

## **H. Forms of Indemnification Not Permitted**

No indemnification or advance shall be made under this Article, except as provided in Sections D or E(2) in any circumstances where it appears:

1. That it would be inconsistent with a provision of the Articles, these Bylaws, 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
2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## **I. Insurance**

The League shall have power to purchase and maintain insurance on behalf of any agent of the League against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the League would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that the League shall have no power to purchase and maintain such insurance to indemnify the agent of the League for a violation of state statutes regarding self dealing.

## **J. Nonapplicability to Fiduciaries of Employee Benefit Plans**

This Article does not apply to any proceeding against any trustee, investment manager or fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the League as defined in Section A of this Article. The League shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by California Nonprofit Public Benefit Corporation Law.

## **ARTICLE XI - RULES OF ORDER**

In all matters involving parliamentary authority, Robert's Rules of Order Newly Revised, shall be the guide, provided they are not in conflict with these Bylaws, the Articles of Incorporation, or California Corporate Law.

## **ARTICLE XII - AMENDMENTS**

### **A. Requirements**

These Bylaws may be amended at any regular or special meeting of the League Members by a two-thirds (2/3) vote of the members present and voting, providing written notice of the proposed amendment shall be given seven days prior to the meeting. The quorum and voting procedures provided in Article IV, Sections D(1) and D(2) shall apply and the vote may be taken

by written ballot as provided in Article IV, Sections D(3) and D(4), except that a two-thirds (2/3) vote of ballots cast shall be required.

### **B. Documentation**

Whenever an amendment or new Bylaw is adopted, a copy shall be filed in the record of the League's Articles and Bylaws in the School office. If any Bylaw is repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

## **XIII - DISSOLUTION**

Upon dissolution of the League, none of the assets of the League shall inure to the benefit of any private person. Upon the winding up and dissolution of the League, after paying or adequately providing for the debts and obligations of the League, the remaining assets shall be distributed to or for the benefit of Villa Park Elementary School. If, for any reason, it is not possible to distribute the remaining assets to or for the benefit of Villa Park Elementary School, they shall be distributed to a nonprofit fund, foundation or corporation, selected by vote of the League Members, which is organized and operated for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.