

RESOLUTION TO AMEND THE BYLAWS

WHEREAS, the Raymond J. Fisher Home and School Club, Inc. (the "Corporation") duly adopted the First Amended and Restated Bylaws of Raymond J. Fisher Home and School Club, Inc. on September 15, 2021 (the "Bylaws");

WHEREAS, the Board of Directors (as defined in the Bylaws) has the authority to amend the Bylaws pursuant to Section 15(a) so long as member rights are not impacted;

WHEREAS, the Board of Directors has determined it would be beneficial to the Corporation to change the titles and duties of certain Officers and these changes would not impact member rights;

NOW, THEREFORE, BE IT RESOLVED that Sections 10(a) and 11 of the Bylaws are hereby deleted in their entirety and replaced as set forth in the following pages. Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.

**RAYMOND J. FISHER HOME AND SCHOOL CLUB, INC.
BOARD OF DIRECTORS
ADOPTED: April 19, 2022**

Section 10

a) OFFICERS OF THE CORPORATION.

i) The Officers of the Corporation shall be:

(1) A President

(2) A Liaison to One Community (as defined below) and Fundraising Chair
(collectively, the "One Community Chair")

(3) A Treasurer

(4) A Secretary

(5) A Communications Officer (the "Communications Officer")

(6) A Parliamentarian (the "Parliamentarian")

(7) A Volunteer Coordinator (the "Volunteer Chair")

(8) A Community Service Chair (the "Community Service Chair")

(9) An Events Chair (the "Events Chair")

11. RESPONSIBILITIES OF OFFICERS:

- a) **PRESIDENT.** The President shall be the general manager of the Corporation and shall supervise, direct, control the Corporation's activities, affairs, and Officers. More specifically, the President shall:
- i) Empower and support the work of the Officers and the committees of the Corporation in order that the purposes of the Corporation may be accomplished;
 - ii) Solicit monthly updates from each of the Officers and set agendas based thereon for meetings, with assistance from the Secretary;
 - iii) Preside at all Members' meetings and at all Board meetings;
 - iv) Attend meetings as needed to represent the interests of the Corporation;
 - v) Give, or cause to be given, notice of all meetings of Members, of the Board and of committees of the Board required by these Bylaws;
 - vi) Set the Corporation's calendar with input from the Officers and other stakeholders;
 - vii) Be an ex-officio member of the committees;
 - viii) Be responsible for coordinating events highlighting the Corporation's purpose to members and other parents and shall represent the Corporation at school wide events;
 - ix) Work with the Principal to determine a budget for School programs, supplies and other needs funded by the Corporation;
 - x) Facilitate and coordinate orientation for new board members;
 - xi) Perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board; and
 - xii) Have the right to expend up to the sum of \$250 per item to promote the purposes of the Corporation. The cumulative amount of these unbudgeted expenditures is not to exceed, \$1,000 per fiscal year. Unbudgeted expenditures of sums greater than \$250 or cumulatively in excess of \$1,000 must be approved by the Board.
- b) **ONE COMMUNITY CHAIR.**
- i) The One Community Chair shall be the Board's liaison to the One Community LG campaign ("One Community") and shall communicate with, support, and promote One Community as needed, including without limitation by negotiating the Corporation's annual memorandum of understanding with One Community, establishing fundraising timelines, reviewing marketing materials, thanking

donor families, and communicating with parents at the School regarding the importance of donating to One Community. The One Community Chair shall work with the rest of the Board to track donations and provide regular updates regarding One Community to the Board.

- ii) The One Community Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

c) SECRETARY.

- i) The Secretary shall keep or cause to be kept, at the Corporation's principal office, a record of the minutes of all meetings, proceedings, and actions of the Board and of Member's meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special (and, if special, how authorized and the notice given), the names of those present at Board and committee meetings, and the number of Members present or represented at Members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation, and these Bylaws, as amended to date.

- ii) The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

d) TREASURER.

- i) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and Directors such financial statements, and reports as are required to be given by law, by these Bylaws, or by any Director at all reasonable times. The office of the Treasurer may be shared by one other person.

- ii) The Treasurer shall handle bank relations and investing, including depositing, or causing to be deposited, all money and other valuables in the name and for the credit of the Corporation with such depositories as the Board may designate, disbursing the Corporation's funds as the Board may order, and rendering to the Board, when requested, an account of all transactions made by the Treasurer and of the financial condition of the Corporation. The Treasurer shall (i) reconcile bank statements and balances using QuickBooks or a comparable software system to maintain accurate records of deposits and payments, especially for direct donation fundraisers, (ii) ensure the integrity of online accounts by maintaining the database of account usernames and passwords, changing the passwords annually, and (iii) minimize access to accounts to only the President, Treasurer, and any Member determined by the Board to need account access.

- iii) The Treasurer shall prepare and present monthly financial statements, including a balance sheet, profit and loss statement, and a year-to-date comparison to

budget, at every regular meeting of the Corporation and at other times when requested by the Board. The Treasurer shall prepare and present an operating budget for the current fiscal year at the regular September meeting of the members. The Treasurer shall prepare and present a preliminary operating budget for the next fiscal year at the Annual Meeting.

- iv) The Treasurer shall prepare, or have prepared, those reports, filings and statements as may be required by the Internal Revenue Service and the California Franchise Tax Board. This includes filing the annual Registry of Charitable Trusts renewal with the State of CA.
- v) The Treasurer shall review all insurance contracts.
- vi) After leaving office, the Treasurer shall work with the incoming Treasurer to close out the fiscal year.
- vii) The Treasurer shall Perform such other duties as may be prescribed in these Bylaws or as assigned by the Board.
- e) **COMMUNICATIONS OFFICER.** The Communications Officer shall be the liaison with, or assume the roles of, editor and publisher of the Corporation's weekly newsletter. The Communications Officer shall update and maintain the Corporation's website. When needs are identified by the Board for mass distribution to Members, the Communications Officer shall create copy and coordinate the distribution of mailers, email campaigns, and signage. The Communications Officer shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.
- f) **PARLIAMENTARIAN.**
 - i) The Parliamentarian shall attend all Board and Member meetings and provide necessary advice in parliamentary procedure when requested.
 - ii) The Parliamentarian shall recruit Directors and conduct the election process, shall review these Bylaws and rules as necessary, and shall perform such other duties as may be set forth in these Bylaws or as assigned by the Board. If no Parliamentarian sits on the Board in a given year, the President shall assume the Parliamentarian's recruiting duties for that year.
 - iii) If the President is absent or disabled, the Parliamentarian shall perform all duties of the President. When so acting, the Parliamentarian shall have all powers of and be subject to all restrictions on the President.
- g) **VOLUNTEER CHAIR.**
 - i) The Volunteer Chair shall identify, coordinate, and recruit volunteers as needed by the Officers, the School and/or community programs and report on the status of his or her activities to the Board.

- ii) The Volunteer Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

h) EVENTS CHAIR.

- i) The Events Chair shall plan, coordinate, oversee, and promote events for the Corporation, including without limitation all fundraising and community-building events. This shall include working with contractors, coordinating with the Board and the School's staff to set budgets, ensuring facilities are available and avoiding conflicts with the School's calendar. The Events Chair shall create forms for registration and payment and work with the Volunteer Coordinator as needed. The Event Chair may form committees to assist with his or her duties.
- ii) The Events Chair shall solicit regular updates about upcoming events and report progress and any problems to the Board. The Events Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

i) COMMUNITY SERVICE CHAIR.

- i) The Community Service Chair will collaborate with the School and the School's district to coordinate community service opportunities for students, as well as act as the primary liaison for parents and staff at the School who are involved with the School's community service recognition program.
- ii) The Community Service Chair shall perform such other duties as may be prescribed in these bylaws or assigned to her or him by the Board.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Raymond J. Fisher Home and School Club, Inc., a California nonprofit public benefit corporation, that the above Resolution to Amend the Bylaws, consisting of 7 pages (including this Certificate of Secretary), amended the Bylaws of the Corporation and was properly approved and adopted by the Board of Directors on April 19, 2022.

Executed on April 19, 2022 at Los Gatos, California.

By: Heather Gaede Regoli (signature)

Name: Heather Gaede Regoli (print or type)