

ESTATUTOS
(*BYLAWS*)

Nuestra Escuelita
Bylaws
Adopted on October 16, 2005 and
Revised on April 21, 2012
By its Membership

ARTICLE I - NAME

The name of this organization shall be Nuestra Escuelita, hereinafter referred to as the "School", the "Corporation" or the "Organization."

ARTICLE II - OBJECTIVES AND PURPOSE

The primary objectives and purposes of the organization shall be:

- a) to provide a preschool education in Spanish,
- b) to promote the development of the Spanish language among Spanish-speaking preschool children,
- c) to prepare preschool children for kindergarten success, and
- d) to promote parent participation in the education of their children.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the facilities of the school shall be located at 405 S. 10th Street, San Jose, County of Santa Clara, State of California, Zip Code 95112.

ARTICLE IV - GENERAL POLICIES

Section 4.1 -- Non-Profit Corporation

The organization shall be a non-profit Corporation of the State of California, which does not contemplate the distribution of gains, profits or dividends to the members. This organization shall be noncommercial, non-sectarian, and non-partisan.

Section 4.2 -- Non-partisan activities

No substantial part of the activities of the organization shall consist of publication or dissemination of materials with the purpose of attempting to influence legislation, and the organization shall not participate in, 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 for a vote.

Section 4.3 -- Dedication of Assets

The properties and assets of this organization are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code. No member, director, officer, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or profit from the operations of the organization. This provision shall not prevent payment to any such person of reasonable compensation for services performed for the organization as permitted by these bylaws and as fixed by the

board of directors. No persons connected to the organization shall be entitled to receive any of the organization assets on dissolution of the organization.

On liquidation or dissolution of this organization its assets shall be distributed to a nonprofit corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - MEMBERSHIP

Section 5.1 -- Eligibility

Any parent or legal guardian of preschool age children who wishes to enroll his/her child or children, and who agrees to abide by these bylaws and the rules in the Family Reference Handbook, is eligible for membership in the corporation.

Section 5.2 -- Non-discriminatory Policy

The School admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students of the school. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

Section 5.3 -- Admission and Fee

New membership shall be accepted once a written application for admission accompanied by a one time, non-refundable fee is submitted. The fee may be specified from time to time by resolution of the board of directors. Members must enroll annually to be recognized as members, but there will be no annual membership dues for returning members.

Section 5.4 -- Family Membership

For purposes of voting, quorums, and any other matters which require action by the members, each family shall be considered one member regardless of the number of parents or guardians there are or the number of children they have enrolled. Each member is entitled to one vote and the vote binds all in the family.

Section 5.5 -- Rights of Members

A member shall have the right of attending general membership meetings, making motions, voting, holding office and inspecting corporate records upon written request. Members shall have the right to vote in the following areas: election and removal of directors, decisions regarding reduction or growth of the school, the sale of substantially all of the organization's assets, a merger of the organization or its dissolution, and amendments to the corporation's articles or bylaws.

Section 5.6 -- Responsibilities of Members

All members shall have the duty in cooperating in the general activities of the School as may be prescribed from time to time by the board of directors or the membership. These responsibilities shall be as set forth in the Family Reference Handbook.

Section 5.7 -- Membership Book

The organization shall keep a membership book containing the name and address of each member and the date of termination of any membership. Such book shall be kept at the organization's principal office and shall be available for inspection by any director or member of the organization.

Section 5.8 --Cancellation of Membership

Membership may be canceled:

- a) By the request of a member. A member shall give a 30-day written notice of voluntary termination of membership to the board of directors including date effective to avoid further financial obligation. If notice is given after May 1 then program fees shall be paid in full until the end of the school year.
- b) By decision of the board of directors when it is determined that the member has failed to maintain the standards of responsibility as established by the bylaws and/or rules in the Family Reference Handbook or, failure to attend two consecutive membership meetings without reasonable cause; or failure to pay program fees any two months;
- c) By the president in consultation with the board of directors when it is determined that the attitude or behavior of a child or parent is not compatible with the stated purpose and standards of the school.

Procedure for Termination Should the board of directors determine that termination of a member or members is called for, the following procedure shall be followed:

- 1. A written notice of proposed termination shall be delivered to the member stating the date, time and place of the meeting where the termination decision will be voted upon.
- 2. The member shall be given the opportunity to be heard either orally or in writing, before the board meeting specified in the notice of proposed termination.
- 3. Following the meeting the Board shall decide whether or not the member shall be terminated. Notice of this termination shall be given to the member. The termination of the Board shall be final.

All rights of a member in the organization shall cease on termination of membership as herein provided.

ARTICLE VI - GENERAL MEMBERSHIP AND BOARD OF DIRECTORS MEETINGS

Section 6.1 -- Place of meetings

Meetings, regular or special, of the membership and/or board of directors shall be held at the principal office of the organization or other place designated by the board of directors. Any meeting, regular or special, of the board of directors may be held also by conference telephone or similar communications equipment so long as all directors participating in the meeting are able to hear one another.

Section 6.2 -- Annual and other regular meetings

The members shall meet annually in April for the purpose of electing directors and transacting other business. Other regular meetings of the members shall be held as prescribed by the board of directors. A calendar of meeting dates for the general membership shall be set by the board of directors and published at the beginning of the school year. Regular meetings of directors shall be held every month or as prescribed by the board of directors.

Section 6.3 -- Special meetings

A special meeting of the general membership or board of directors may be called at any time by the president or vice-president or must be called at the written request of a simple majority of the board of directors. Such meetings shall be held at any place designated by the person or persons calling the meeting.

Special Notice Rules for Approving Certain Proposals. If action is taken with respect to the following proposals, such action shall be invalid unless the nature of the proposal is stated in the notice of meeting:

1. Removal of directors without cause;
2. Amending the articles of incorporation; and
3. An election to voluntarily wind up and dissolve the organization.

Section 6.4 -- Notice

A notice for any meeting, regular or special, of the general membership or board of directors shall be posted on the bulletin board or sent via email at least three days prior to the meeting. A calendar of meeting dates given at the beginning of the school year by the board of directors shall also be considered as notice given.

Section 6.5 --Quorum and Voting

A quorum shall consist of a majority of directors at board of directors meetings and a majority of members at a general membership meeting. Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the president shall entertain at such meeting is a motion to adjourn.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by ballot unless there is only one candidate for any office.

Section 6.6 -- Proxy

Proxies are allowed at regular or special general membership meetings. A member of the school may delegate their voting responsibilities to a proxy voter. The proxy voter must also be a member of the organization. The delegating member must communicate and entrust their vote to the proxy voter in a signed written notice. Should the member attend the vote in person and the proxy vote has not yet been cast, he/she may revoke the proxy at the meeting and vote himself/herself.

Section 6.7-Conduct of Meetings

Meetings of the general membership and/or board of directors shall be presided by the president, or, in his or her absence, by the vice-president, or in his or her absence by a board member chosen by the majority of the members present at the meeting. The secretary shall act as the secretary at all meetings, or, in his or her absence, the presiding officer shall appoint another person to act as a secretary of the meeting. Robert's Rules of Order Revised shall govern the procedure of all general membership and board of directors meetings, providing they are not inconsistent with these laws, articles of incorporation or with any provision of law.

ARTICLE VII - ELECTION OF DIRECTORS AND OFFICERS

Section 7.1 -- Nominating Committee

The president shall annually appoint a nominating committee for the purpose of recommending to the general membership a slate of candidates for the following year's board of directors. The committee shall consist of one member from each class. The president shall present the nominating committee membership to the board of directors for confirmation at the February board meeting.

If any person on the nominating committee is being considered for a Board position, the potential candidate shall excuse him or herself from all discussion of that position. Persons selected by the committee must be contacted and their willingness to accept the nomination verified before the slate can be finalized. The final recommended slate of directors and officers nominated is to be posted for the general membership at least one week prior to the April general membership meeting.

Section 7.2 -- Nominations by Members

The nominating committee shall distribute forms to the general membership on which they may nominate themselves or other members for positions on the board of directors. On timely receipt of a nominating petition signed by a member, the nominating committee shall place the candidate on the ballot along with those candidates named by the nominating committee.

Section 7.3 -- Nominations from the Floor

During the annual meeting, any member, in person or by proxy may place names in the nomination slate.

Section 7.4 -- Election

Elections of directors and officers shall be held by ballot at the annual meeting in April. If there is only one candidate for any office, ballot for office may be dispensed with and the election held by voice. Once directors and officers are elected in April, their term does not start until June 15 of that year. From April until June they will receive training on the roles and responsibilities of the board of directors.

ARTICLE VIII - BOARD OF DIRECTORS**Section 8.1 -- Number and Qualifications of Directors**

The governing body of the organization shall be a board of directors consisting of persons who are active members or who were active members in the past (alums) or who have been nominated by an active member.

The corporation shall have no less than five (5) and no more than nine (9) directors, with the exact number to be fixed within these limits by approval of the board of directors. Five (5) of the members of the board of directors shall be current active members.

Section 8.2 -- Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 8.3 -- Duties

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this organization, or by these bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees;
- c) Supervise all officers, agents, and employees of the organization 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 corporation;
- f) Determine general policies to guide the organization in fulfilling its purposes and objectives;
- g) Manage the assets and properties of the organization;
- h) Represent and consider the wishes of the general membership;
- i) Maintain written records on all procedures.

Section 8.4 --Failure to Perform Duties

A board member may be removed from office for failure to attend two consecutive board meetings without good reason and prior notification to the president or failure to perform the duties of the position.

Section 8.5 - Officers

The officers of the corporation shall be as specified in this Section. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president of the board.

President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He/she presides over the board of directors and general membership meetings, is responsible for handling and delegating issues as they arise, appoints special committees as may be needful at any time or as directed by a majority of members, and is an ex-officio member of all committees. The president shall coordinate with the staff and board members the calendar for the year, and shall keep the by-laws and Family Handbook updated.

Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the organization, execute such deeds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors. He/She is also authorized to be a signatory for the corporation's checks. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.

The president shall vote only when necessary to break a tie.

Vice-President

The vice-president shall preside in the absence of the president and act for the president in his/her absence or disability. He/she is authorized as a signatory for the corporation's checks. He/she shall further the educational aims of the school through his/her role as chair of the Curriculum Committee. He/she shall supervise the teachers and coordinate and compile Teacher Evaluations, supervise student conferences/evaluations conducted by the teachers, and shall help organize all membership/parent meetings. In general, perform all duties incident to the office of vice-president and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Treasurer

The Treasurer shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. He/she shall have charge and custody of, and be responsible for, all funds and securities of the corporation. He/she shall keep accurate account books for the corporation's finances and shall present and certify quarterly financial reports to the board of directors and annual statements to the general membership. He/she shall supervise the preparation of all tax reports and prepare records of finances for review at the end of the fiscal year. The Treasurer shall deposit all money and other valuables in the name and credit of the corporation with such depositories as may be designated by the board of directors, shall disburse the funds of the corporation as may be ordered by the board of directors, and shall render to the directors, whenever they request it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

He/She shall coordinate Teacher contracts, maintain confidential personnel files, and oversee payroll. He/she is authorized as a signatory for the corporation's checks. The Treasurer shall chair the Finance Committee and will help organize all membership/parent meetings.

Secretary

The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall take minutes at general membership and board of directors meetings; shall maintain records, at the corporation's principal office, pertaining to the organization including a members' roster, committee reports, copies of school business records and correspondence, a master copy of the Bylaws with all amendments currently entered, a copy of the Family Reference Handbook, and minutes of general membership and board of directors meetings. He/she shall authenticate all corporate documents and on request exhibit to any director or member of the corporation the membership book and the minutes of any meeting. In general, the secretary shall perform all duties incident to secretary and such duties as may be required by law, by the articles of corporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

He/She shall chair the Administrative/Communications Committee and will help organize all membership/parent meetings.

Section 8.6 -- Term of Office

Members of the board of directors and officers shall hold office from June 15 to June 14. Newly elected members sit jointly as apprentices with retiring board members from their election in April through the end of the school year in June. The treasurer/finance chair shall serve a term of two years on the board, the first year as treasurer and finance chair and the second year as a member of the board.

Section 8.7 -- Vacancies

A resigning board member or officer shall submit a letter of resignation to the board. The president, with the approval of the board, shall appoint a person to take the place of a resigning director or officer. In the case of a resigning president, the board shall nominate and elect a new president. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs.

Because this corporation has fewer than fifty(50) members, directors and officers may be removed without cause by a majority of all members. Vacancies created by the removal of a director may be filled only by the approval of the members. The members of this organization may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors.

Section 8.8 -- Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these bylaws.

Section 8.9 -- Restriction regarding interested Directors

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An "interested person" is either:

- a) Any person currently being compensated by the organization for services rendered it within the previous twelve (12) months; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8.10 -- Authority and emergency Authority

Authority shall be divided between the Staff and the Membership, but ultimate responsibility for all matters rests with the board of directors.

The board of directors shall have power to act in an emergency. A meeting of the board of directors may be called at the discretion of the president. A telephone and/or email vote for the same purpose may be conducted instead of a meeting, provided that all board members are contacted and a clear deadline for responding is indicated by the member conducting the phone and/or e-mail vote. Two-thirds of the elected officers shall constitute a quorum in an emergency.

ARTICLE IX -COMMITTEES

Section 9.1 --Committees of Members

Each member of the organization, by self-appointment, shall be a member of one of the following standing committees: Finance, Curriculum, Administration and Communication, Organization and Health, and School Development. These committees shall be chaired by a member of the board of directors. The duties of these committees are described in the Family Reference Handbook.

Section 9.2 --Other Committees

The organization shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not 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. Two such committees are:

- a) Nominating-This committee operates from February to April of every year and is in charge of developing a slate of directors for the following school year for the approval of the general membership.
- b) Transition -This committee operates from April to June of every year and consists of members of the following school year's Board of Directors. Its tasks include coordinating the yearly school evaluation; developing the new fiscal year budget; organizing the summer program; and training for its role as board of directors starting on June 15th of that year.

Section 9.3-Meetings and actions of Committees

Monthly written reports of committee meetings and actions shall be presented by the Committee's Chair to the board of directors and these shall be filed with the corporate records or integrated in the board of directors meeting minutes. All committee decisions are subject to approval by the board of directors.

ARTICLE X -PROFESSIONAL STAFF

Section 10.1 -- Professional Staff

The principal teacher is responsible for planning and implementing education programs for the children and the parents in the class in consultation with the curriculum committee. He/she shall report to the president and the curriculum chair on general functioning of their classroom and the school.

Section 10.2 -- Staff Performance Evaluations

The curriculum committee, under the direction of its chair, shall evaluate the role and performance of each Staff Member two times per year or under the recommendation of

the board of directors or when a substantial number of the members of the corporation are dissatisfied.

The Treasurer/Finance Chair and the president shall review annually the salaries and benefits of the staff, making recommendations to the board of directors.

Section 10.3 -- Dissatisfactory Performance Evaluation

If the board of directors should determine that a staff member's performance is dissatisfactory, the Curriculum Committee shall investigate the areas of concern. The committee, through its Chair, shall then make a recommendation to the board of directors concerning the situation.

Section 10.4 -- Hiring

When Staff vacancies occur, the board of directors shall appoint a committee to locate and recommend a candidate to the board of directors. When hiring Assistant Teachers, the Principal Teacher is to be included on the committee as a non-voting member. When hiring for these two positions, at least 75% of the directors must be in agreement for the hiring to be approved.

ARTICLE XI -FINANCE POLICIES

Section 11.1 -- Fiscal Year and Annual Budget

The fiscal year shall be from June 1 to May 31, inclusive. The Finance Committee shall develop an annual budget for the following year to be approved by the board of directors.

Section 11.2 -- Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 11.3 -- Checks, Notes and Deposits

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the president or vice-president.

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, or other depositories as the board of directors may select.

Section 11.4 -- Gifts

The board of directors may accept on behalf of the organization any contribution gift, bequest, or devise for the charitable or public purposes of this organization.

Section 11.5 -- Program Fees and Financial Aid

Upon recommendation from the Finance Committee, program fees shall be established by the board of directors. Changes in fees or special assessments shall require a majority vote of the board of directors.

Upon receipt of a request for financial aid, the Treasurer shall investigate the request and submit his/her recommendation to the board of directors for vote. The board shall attempt with good faith to keep the applicant's identity confidential.

Section 11.6 -- Indebtedness

No indebtedness over \$50.00 other than regular payments provided for in the budget, shall be incurred by the Staff, Officers, or Members without prior approval of board of directors. Expenditures of any amount (not provided for in the budget) must have an authorizing signature of the Treasurer and president or vice-president to be reimbursed.

Section 11.7 -- Financial Statements and Reports

The Finance Committee shall provide quarterly financial statements to the board of directors and shall issue an Annual Report to all members at the end of the fiscal year.

ARTICLE XII - CORPORATE RECORDS AND REPORTS**Section 12.1- Maintenance of Corporate Records**

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

- a) Minutes of all meetings of directors and members, indicating the date and time of the meeting, whether regular or special, the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members indicating their names and the termination date of any membership;
- d) A copy of the corporation's articles of incorporation and bylaws as amended to date.

Section 12.2 -- Directors' and Members' Inspection Rights

Every director and member shall have the 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 corporation.

ARTICLE XIII - AMENDMENTS TO THE BYLAWS AND ARTICLES

Section 13.1 -- Amendments to the bylaws by members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of members or proxies as well as any manner authorized by law.

Section 13.2 -- Revision of the Bylaws

These bylaws shall be reviewed at least once every two (2) years by the board or a committee appointed by the president.

Section 13.3 -- Adoption and amendment of articles of Incorporation before admissions of Members

Before any members have been admitted to the corporation the adoption and any amendment of the articles of incorporation may be adopted by approval of the board of directors.

Section 13.4 -- Amendment of Articles of Incorporation after admissions of Members

After members have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

Section 13.5 -0 Certain Amendments

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation".

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: _____

Secretary

Amendments: 4/21/12

The following updates have been made to Nuestra Escuelita Preschool By Laws:

ARTICLE III -PRINCIPAL OFFICE has been updated to reflect the current address of the school.

ARTICLE IV -GENERAL POLICIES- The following section has been deleted:

Section 4.1 - Standards

The school is exempted from the California State Department of Social Services Licensing requirements as long as each child does not receive more than 12 hours of instruction per week.

ARTICLE VIII- BOARD OF DIRECTORS

Section 8.5 - Officers

President- The following duties have been deleted:

- He/She shall also serves as Director of the school.
- The President is the liaison with Social Services and may appoint a Social Services assistant when necessary. She/be shall be responsible for maintaining all files and records relating to Social Services licensing.