

PARKVIEW PARENT TEACHER ORGANIZATION BYLAWS (Revised April 2019)

ARTICLE 1 NAME AND OFFICE

This nonprofit corporation shall be referred to as the Parkview Parent Teacher Organization [hereafter "PPTO"]. Its registered office is its principal place of business, 3033 Coolidge Street, Bellingham, WA 98225.

ARTICLE 2 MISSION & PURPOSE

The Parkview Parent Teacher Organization mission is to foster student learning and community building at Parkview Elementary School by coordinating fundraising campaigns, supporting curriculum enrichment, facilitating communication and social involvement among families and staff, and helping students and families in need.

ARTICLE 3 MEMBERSHIP

Section 1 - General Membership: General members of the PPTO consist of all parents, legally appointed guardians, and persons in parental relation to students currently attending Parkview Elementary, as well as all teachers and staff members of the school; no membership form is necessary. In the beginning of each school year, a welcome letter from the association shall inform parents of their automatic membership status and voting rights.

Section 2 - Power: The general members of the PPTO shall have the power to:

- 2.1 Elect the board members at a general meeting
- 2.2 Vote to amend bylaws and governing papers

ARTICLE 4 MEETING OF THE GENERAL MEMBERSHIP

Section 1 - Regular Meetings: The board has discretion to hold regular meetings throughout the school year. Typically, these meetings are to conduct business but can also be educational in nature and cover topics of particular interest to parents of elementary school students. If the board chooses to hold regular meetings, it should, by the end of September, adopt the entire years' schedule of regular meetings and post this schedule on the Parkview website.

Section 2 - Annual Meeting: The board shall hold a mandatory annual meeting for the purpose of electing Directors to the Board.

Section 3 - Special Meetings: The board has discretion to call one or more special meetings throughout the school year to facilitate a vote on any matter pertaining to the general membership.

Section 4 - Notice of Meetings: Notice of all meetings shall be announced via the newsletter, social media, or printed materials, not less than one week prior to the meeting. Open meetings act under

chapter 42.30 RCW and the public records provisions of RCW 42.17.270 through 42.17.310 will be adhered to.

Section 5 - *Voting of General Membership*: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE 5 BOARD OF DIRECTORS

Section 1 - *Board of Directors*: Each board officer is responsible for the overall direction of the PPTO's day to day operations. The board shall have 7 directors. These members are defined as, the President, Secretary, Treasurer, and four Vice Presidents as outlined in Article 5, section 1. The directors receive no compensation. The PPTO Board of Directors seating is as follows:

Seat 1: President (can be a co-position)

Seat 2: Treasurer

Seat 3: Secretary

Seat 4: Vice President of Fundraising

Seat 5: Vice President of Enrichment

Seat 6: Vice President of Communications

Seat 7: Vice President of Community Engagement

Section 2 - *Board Responsibilities*: The board presides over all meetings and manages the affairs of the corporation.

Section 3 - *Board Member Terms*: Board members are elected for a two-year term. Board members may stay on for additional terms if voted as a part of the regular election and may change roles at the end of each school year.

Each Board officer shall serve for two years and stand for re-election as so:

Seats 1, 3, 5, 7 are all elected on odd years (term ends Spring 2017, 2019, 2021, etc.)

Seats 2, 4, 6 are all elected on even years (term ends Spring 2018, 2020, 2022, etc.)

Section 4 - *Board Meetings*:

4.1 Monthly Board Meetings: Elected directors shall meet as a board a minimum of eight (8) times throughout the school year, and should generally be monthly, for the purpose of managing the corporation's affairs. The board may invite the Principal or any other person to attend one or more board meetings if doing so will facilitate the work of the board.

4.2 Special Board Meetings: The President has discretion to call a special board meeting to address, in person, any issue that requires a board decision prior to the next monthly Board meeting.

4.3 Electronic Voting: The board may also make decisions between monthly board meetings by email. Because the opportunity for debate is limited in an electronic setting, decisions reached by email must be unanimous. A board member seeking an email decision must: (a) summarize the issue in a form suitable for a vote, (b) email the summary to all board members, (c) ensure that all board members cast a vote and, if the vote is unanimous, (d) make a record of the decision at the next board meeting. A board member makes a record by reiterating the exact wording of the summarized issue, affirming that the vote taken was unanimous, and explaining the decision

reached. The Secretary shall transcribe the issue verbatim for inclusion in the meeting minutes. If the board is not able to make a decision via email, and a face-to-face discussion is warranted, a special meeting may be called.

4.4 Location: Board meetings shall be held at Parkview or any other location approved by all directors.

4.5 Notice: In August of each year, the board will adopt the upcoming years' schedule of monthly board meetings and post the schedule on the Parkview website. Board members shall receive three (3) days' notice whenever the President changes the date of a published board meeting or calls for a special board meeting. Notice is sufficient when delivered in person, by mail, or by phone.

Section 5 - Directors and Duties:

PRESIDENT, Seat 1:

The President oversees the entire PPTO organization; represents PPTO in all capacities in dealing with school staff and public; addresses major issues raised by vendors, parents, staff, and school district; delegates projects to other directors, refers issues to board for debate and decision; leads all membership and board meetings; solicits agenda items and creates written agenda for meetings; works closely with school staff to coordinate PPTO events.

TREASURER, Seat 2:

The Treasurer oversees PPTO finances. He/she maintains complete and accurate records of funds; receives and disburses funds; complies with all written and procedural safeguards specific to the office; presents written and oral budget reports at board meetings; files yearly financial documents with state and federal agencies; accounts for treasury documents that constitute "permanent records" (ex: tax documents, annual budget, use of funds, etc.) and delivers them to the Secretary for filing; and prepares a final report and audit on or before the final board meeting.

SECRETARY, Seat 3:

The Secretary maintains the corporate records in collaboration with the Treasurer. He/she files records provided by other board members, and ensures that the "permanent records" binder is kept accurately updated and accessible to members upon request. The Secretary takes accurate minutes of all meetings and ensures that draft minutes are circulated, approved, and filed as permanent records. The Secretary also provides notice by delivering dates and other information to editors of the Parkview website and school newsletter.

VICE PRESIDENTIAL SEATS 4-7 (DESCRIPTION)

The Vice President assumes the President's role in the President's absence (President would determine which one of the 4 VP's to fill this role). He or she is familiar with the organization's permanent records and internal policies and procedures and acts as the contact person for all procedural questions. The Vice President monitors all PPTO activities under their purview and scope of responsibility, to ensure compliance with internal rules and adherence to the PPTO's mission and strategy.

VICE PRESIDENT OF FUNDRAISING, Seat 4: Their purview may include but is not limited to the following: Jogathon, Scrip, Book Fair, Auction, Coffee Sales, and Panda Wear.

VICE PRESIDENT OF ENRICHMENT, Seat 5: Their purview may include but is not limited to the following: After School Enrichment, Science Fair, Whole Child Programs, Science on Wheels and Parkview Garden.

VICE PRESIDENT OF COMMUNICATIONS, Seat 6: Their purview may include but is not limited to the following: Website, Newsletter, Yearbook and Directory.

VICE PRESIDENT OF COMMUNITY ENGAGEMENT, Seat 7: Their purview may include but is not limited to the following: Family Fun Nights, Carnival, Staff Appreciation, 5th Grade Celebration, and End of Year BBQ, Family Support, Winter Wishes.

Section 6 - *Removal*: A director shall be automatically removed from the board after missing three (3) board meetings during a single school year unless the director's absences are deemed excusable by unanimous vote of the remaining directors.

Section 7 - *Vacancy*: Any vacancy on the board shall be filled by two-thirds vote of remaining directors, and the new director shall serve the remainder of the vacating director's term.

ARTICLE 6 ADMINISTRATIVE PROVISIONS

Section 1 - *Books and Records*: The PPTO shall maintain at its registered office a current copy of all required corporate documents including current articles, bylaws, statements of accounts and finances, and minutes of all PPTO meetings.

Section 2 - *Conflicts of Interest*: The PPTO shall maintain a conflict of interest policy and shall abide by the terms and procedures outlined in the policy. See Addendum A for PPTO's policy.

Section 3 - *Dissolution*: Both the board and the membership must act in order to dissolve the corporation.

3.1 Board Proposes Dissolution: By majority vote, the board may pass language in the form of a resolution seeking dissolution of the corporation.

3.2 Members Must Vote on Board's Resolution: The board's resolution shall then be referred to the membership for a vote at an annual or special membership meeting. The resolution must receive two-thirds voter approval to pass.

3.3 Distribution: Upon any dissolution of this corporation, all of its remaining assets shall be distributed per Articles of Incorporation, Article XII.

Section 4 - *Fiscal Year*: the fiscal year shall begin on August 1st and end on the 31st of July each year.

These Amended Bylaws were passed by majority vote of the PPTO Board of Directors on April 8, 2019, and were passed by a majority vote of attendees of the May 14, 2019 PTO meeting. These Bylaws shall supersede all PPTO Bylaws enacted and/or amended prior to this date.

Addendum A: Conflict of Interest Policy

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. **Interested Person.** Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

- a. **Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy.
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

Each board member and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities that will not jeopardize this federal tax-exempt status.

Section 7: Periodic Reviews

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.