

Whited PTO Bylaws

BYLAWS OF THE DOUGLAS WHITED ELEMENTARY SCHOOL PARENT/TEACHER ORGANIZATION, INC.

ARTICLE I: NAME, DESCRIPTION, & PURPOSE

Section 1: NAME: The name of the organization shall be Douglas Whited PTO. The principal office of this corporation shall be located in SANTA ROSA, SONOMA COUNTY, CALIFORNIA, at 4995 Sonoma Hwy. Santa Rosa, CA 95409

Section 2: DESCRIPTION: The Douglas Whited PTO is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code.

Section 3: PURPOSE: The purpose of the Douglas Whited PTO is to enhance and support the educational experience at Douglas Whited Elementary, to develop a closer connection between school and home by encouraging and facilitating parent involvement, and to improve the environment at Douglas Whited Elementary through volunteer and financial support.

ARTICLE II: DETERMINATION OF MEMBERS

Membership shall be automatically granted to all parents and guardians of Douglas Whited Elementary students, plus staff at Douglas Whited Elementary. There are no membership dues. Members have voting privileges, one vote per household.

ARTICLE III: OFFICERS

Section 1: EXECUTIVE BOARD: The executive board shall consist of a number of officers represented by a number of parent representatives to be determined by the board, but no greater than one (1) President, one (1) Vice President, one (1) Treasurer, one (1) Secretary, and one (1) Parent Representative. Collectively they shall be known as the Executive Board. The number may be changed by amendment of this bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2: TERMS OF OFFICE

The term of office for all officers is one year, beginning August 1, and ending July 31 of the following year. An officer may serve multiple consecutive terms if confirmed by a vote at the general meeting in April.

Section 3: QUALIFICATIONS

Any PTO member in good standing may become an officer of the PTO by putting their name in for an officer position prior to the general meeting in April when voting for officers occurs. A call for nominations including self-nominations will go out the membership at least 2 weeks prior to the April voting meeting.

Section 4: VACANCIES

A vacancy shall be deemed to exist in the event that the actual number of officers is less than the maximum authorized number for any reason. Resignation shall be effective upon written notice by the board. Mid-term vacancies may be filled by appointment of the Board for the remainder of the officer's term.

Section 5: MEETINGS

Regular meetings of the Board shall be held as needed while school is in session and during the summer recess. These meetings will be restricted to Board Members only, unless the Board agrees to invite an outside member to attend. General Meetings shall be held at least bi-monthly, and may be more frequent if necessary. Notice of meetings will be made to the membership at least one week prior to the meetings. General meetings are open to the membership and to the public. The President will preside over general meetings. If the President is absent from a general meeting, the Vice-President may preside, or the general meeting may be rescheduled at the discretion of the Board.

Section 6: QUORUM

Seven members of the PTO present and voting constitutes a quorum for the purpose of voting at general meetings. Only board members may vote by proxy at a general meeting. Amendments to bylaws or changes to the PTO organization and structure shall be voted on in a general meeting, while other PTO business will require a board only vote.

Section 7: INDEMNIFICATION

This corporation shall provide indemnification for the Officers to the full extent allowed by law.

The officers may adopt a resolution authorizing the purchase of insurance on behalf of any executive board member against any liability asserted against or incurred by the agent in such capacity, whether or not this corporation would have the power to indemnify the agent against that liability under law.

Section 8: MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Officers present at a meeting duly held at which a quorum is present is the act of the Officers, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit corporation Law, particularly those provisions relating to appointment of committees (Section 5212),

approval of contracts or transactions in which an Officer has a material financial interest (Section 5233) and indemnification of Officers (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 9: INSPECTION

Every member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of the corporation.

ARTICLE IV

OFFICERS

Section 1: OFFICERS

The officers of the Board of Directors shall consist of one (1) President, one (1) Vice-President, one (1) Treasurer, one (1) Secretary, and one (1) Parent Representative. The President of the corporation shall also be the chairman of the Board of Directors. The duties of the Board include developing the PTO's annual budget, establishing and overseeing committees to conduct the work of the PTO, establish fundraising and community raising programs, and approve by majority vote any unbudgeted expenses over \$300. Unbudgeted expenses less than \$300 can be approved by the President of the Board without board approval.

Section 2: ELECTION

The officers of this corporation shall be chosen annually in April by the general membership and shall serve at the pleasure of the membership.

Section 3: REMOVAL

Any officer may be removed, with or without cause, by the Board of Directors at any meeting of the Board.

Section 4: RESIGNATION

Any officer may resign at any time giving written notice to the corporation. Any resignation shall take effect at the date of receipt of that notice, or at any later time specified by that notice.

Section 5: VACANCY

A vacancy in any office for any reason may be filled in the manner described in these Bylaws for regular appointment to that office.

Section 6: PRESIDENT

The President in his or her capacity as chairperson of the Board, shall preside at all meetings of the Board, and shall exercise and perform such other powers and duties as may be from time to time assigned by the board or prescribed by these Bylaws. The President, in his or her capacity as President shall be the chief executive officer of the corporation and shall supervise, direct and control the operations of the corporation. The President shall have the general powers and duties of management usually vested in the office of the President of a corporation, and shall have such other powers and duties as may be prescribed by the board or by the Bylaws.

Section 7: VICE-PRESIDENT

The Vice-President shall have responsibility as on-campus liaison between Ombuds, teachers, President and administration. They will sit on committees and perform other such duties as assigned by the President.

Section 8: SECRETARY

The Secretary shall keep a full and complete record of proceedings of the Directors, and shall notice the membership of meetings and actions as may be proper and necessary. The Secretary shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Directors.

Section 9: TREASURER

The Treasurer shall have charge and custody over all funds of the corporation, and deposit such funds in the manner required by the Board of Directors. The Treasurer shall keep and maintain adequate and correct accounts of the corporation's funds, and shall discharge such other duties as pertains to the office, or as prescribed by the Directors.

Section 10: Parent Representative

The Parent Representative shall have the responsibility to act as liaison for parents/guardians of students whose classes they represent, students, teachers, and any other parties involved in the corporation's functions. The Parent Representative shall discharge such other duties as prescribed by the Board of Directors. SEPAC/SDC Parent Representative shall have the above responsibilities and shall act as liaison for the Special Education Parent Advisory Council and the corporation.

ARTICLE V: FUNDRAISING

The Board of Directors shall have charge over all fundraising activities as directed by the corporation. The Board shall act as liaison for volunteers involved in fundraising activities and shall coordinate the calendar of fundraising events. All funds raised shall be delivered to the treasurer and The Board will protect the financial interests of the corporation.

ARTICLE VI

INVESTMENTS

The Board of Directors is responsible for the investment of the funds not disbursed. Such investment practices shall be reasonable and prudent, and in conformance with the stated objectives and purposes of this corporation.

The Board may appoint a committee to prescribe amount to be invested and amounts to be retained for investment until disbursement.

ARTICLE VII

MISCELLANEOUS

Section 1: FISCAL YEAR

The fiscal year of this corporation shall end on July 31st.

Section 2: CONTRACTS

All contracts entered into on behalf of this corporation must be authorized by the Executive Board and signed by the President of the Board.

Section 3: EXECUTION OF CHECKS

Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the corporation shall be signed by any two of the following: President, Vice-President, Secretary, Treasurer, the Principal, or the Whited School's Office Manager.

Section 4: RULES OF ORDER

The rules contained in the most current edition of Robert's Rules of Order shall govern the conduct of the corporation in all cases in which they are not inconsistent with these Bylaws, or with any special rules of order that the corporation may adopt.

ARTICLE VII

AMENDMENT OF BYLAWS

Section 1: AMENDMENT

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting. Two-thirds (2/3) approval of all members present and voting is required to adopt an amendment to the bylaws.

ARTICLE VIII

PROHIBITION AGAINST SHARING

CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to

any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise

VI: DISSOLUTION

In the event of dissolution of the PTO, any funds remaining shall be donated to another organization with the same or similar purpose as stated in these by-laws for the students of Douglas Whited Elementary, or to Douglas Whited Elementary school to be determined by a vote of the general membership.