

BRIDGEWAY ISLAND K-8 ELEMENTARY PARENT TEACHER ORGANIZATION BYLAWS

Amended: May 6, 2021

Article I - NAME

The name of this organization shall be Bridgeway Island K-8 Elementary Parent Teacher Organization (hereinafter referred to as "PTO"). The business address is 3255 Half Moon Bay Circle, West Sacramento, CA 95691.

Article II - LEGAL STATUS

The PTO is a California nonprofit organization, organized for charitable purposes for Bridgeway Island K-8 Elementary (hereinafter referred to as "School"). The PTO's federal employer ID number is 27-3465329 (effective 9/15/2010).

Article III - BENEFITS

The property of this PTO is irrevocably dedicated to charitable purposes as further detailed in Article IV, and no part of the net income or assets of this PTO shall ever inure to the benefit of any officer or member thereof, or to the benefit of any private person. The PTO and its officers and members in their official capacity shall not endorse a commercial entity, business, or product; although recognizing donors to their contributions to the PTO is permitted. The PTO is empowered to pay reasonable compensation for services rendered and reimbursements of expenses to individuals and companies in furtherance of the purposes of the PTO as set out below.

Article IV - PURPOSE

The specific purpose of this organization is to raise funds to make charitable contributions to programs and activities that will benefit the students who are attending or will attend the School by:

1. Assisting students, teachers and administrators to improve the learning environment;
2. Implementing educational programs;
3. Offering supportive services;
4. Purchasing materials and supplies; and
5. Facilitating site improvements.

While it is the intent of the PTO that programs and events benefit all existing (and possibly future) students at the School, the PTO may expend funds for programs or events that benefit only an individual grade, specific class, or a single student, at the discretion of the members, as long as the purpose of the expenditure is reflected in at least one (1) of the foregoing purposes of the PTO.

Article V - MEMBERSHIP AND DUES

A. Members

Any parent, guardian, or other adult directly engaged in the rearing of student(s) at the School may be a member and shall be eligible for membership at any time. Any School employee may also be a member and have voting rights. Membership in this PTO shall be made available to any individual without discrimination (see Article VI – Nondiscrimination).

B. Authorization

Unless otherwise specifically provided herein, all actions and authorizations requiring an affirmative vote of the membership to become effective shall be construed as requiring a majority vote of the members present at a regular or special meeting at which there was a quorum present (see Article IX – Meetings, Section C. Quorum).

C. Membership Term

Membership shall begin upon receipt by the PTO of a completed PTO Membership Application, and shall terminate at member request, when the member no longer has students at the School, or when the School employee ceases employment with the School, whichever occurs earliest.

D. Fiscal Year

The fiscal year for the PTO follows the School year and begins July 1 of one calendar year through June 30 of the following calendar year.

Article VI - NONDISCRIMINATION

The PTO shall not discriminate against any person based on their sex, age, race, color, religion, national origin, medical condition or disability status, marital status, sexual orientation, or any other protected category under California law in attaining membership, holding office, or participating in the benefits and the services and facilities sponsored or supported by this PTO.

Article VII – OFFICERS AND ELECTIONS

A. Elected Officer Positions

The officers of the PTO (collectively the “Executive Board” or “Board”) should be composed of the following positions:

1. President
2. Vice President
3. Secretary
4. Co-Treasurers (2)
5. Communications

At a minimum, the Executive Board shall be composed of the President, Secretary and one (1)

Treasurer, or as otherwise required by California Corporations section 5213 or equivalent. Each position shall be entitled to one vote and no person shall hold more than one (1) position during the same term.

B. Eligibility, Nominations and Elections

1. Members are eligible for election to office if they are PTO members.
2. Only those persons who are eligible and who have signified their consent to serve, if elected, shall be nominated for or elected to office.
3. Nominees for the offices of President and either of the two Co-Treasurers shall not be related by blood or marriage, reside in the same household, or have any other potential or actual alliance of non-PTO business interests.
4. The privilege of nomination and election to office for the upcoming term of office in this PTO may be extended to individuals who are eligible to become members in the upcoming school year (i.e. incoming families new to the School).
5. Election shall be held by vote (including but not limited to written ballot, voice vote, or electronic submissions) at the annual election meeting in the last quarter of the PTO fiscal year. All elected officer positions, including those with incumbents or for any position with only one nominee, are open to nominations. In the event of open Board position(s), or the resignation or removal of a Board member, the Executive Board shall fill the vacancy. The member, thus appointed, shall serve as a Board member until the next regular or special meeting, at which time an election for that Board position shall be conducted by the membership.

C. Terms of Office

Effective with the term beginning on July 1, 2020, elected officers shall serve staggered two (2) year terms to promote a seamless transition of leadership.

The offices of President, one (1) Co-Treasurer, and Secretary shall be elected for the term starting in an odd calendar year. The offices of Vice President, one (1) Co-Treasurer, and Communications shall be elected for the term starting in an even calendar year.

In the normal course, a two (2) year elected term of office constitutes July 1 of one calendar year through June 30 of the second calendar year thereafter. Should the need for a one (1) year elected term arise due to a vacancy, that term constitutes July 1 of one calendar year through June 30 of the following calendar year, or any portion thereof.

No officer shall be eligible to serve the same office for more than two (2) consecutive terms or hold more than one (1) elected office during a term. An officer who has served in an office for twelve (12) months or more of a term shall be deemed to have served a full term in such office.

D. Vacancies

If there is a vacancy in the office of the President during the term, the Vice President shall become the President. At the next regularly scheduled or special meeting, an election will be held to fill the position of Vice President.

Vacancies for all other Board positions will be filled pro tem, in accordance with Article VII – Officers and Elections, Section B. Eligibility, Nominations and Elections.

E. Duties of Officers

The President shall:

1. Preside over all meetings of the PTO and the Executive Board.
2. Serve as the primary contact for the School principal and district administration.
3. Serve as an ex-officio member of all PTO committees.
4. Coordinate the work of all officers and committees to further the purpose of the PTO.
5. Appoint the chairpersons and members of committees, subject to any ratification by the Executive Board.
6. Perform such other duties as may be prescribed in these bylaws or assigned by the PTO.
7. Have all contracts and/or legally binding documents approved by the PTO, prior to any two (2) elected officers signing a contract.

The Vice President shall:

1. Act as aide to the President and shall, in their designated order, perform the duties of the President in their absence or inability to serve.
2. Record and present approved Executive Board business items at regular meetings.
3. Serve as an ex-officio member of all PTO committees.

The Secretary shall:

1. Keep an accurate record of the proceedings of all PTO and Executive Board meetings, which are legal records of the PTO.
2. Prepare meeting agendas and minutes.
3. Be prepared to refer to minutes of previous meetings.
4. Maintain a list of all unfinished business and action items.
5. Keep a current copy of the bylaws, standing rules, and list of PTO members.

The Co-Treasurers shall:

1. Receive all funds of the PTO and retain a copy of deposit slips for any deposit made.
2. Pay out funds in accordance with the approval of the Executive Board.
3. Keep an accurate record of receipts and expenditures, which is a permanent record of

the PTO.

4. Present a financial statement at every PTO meeting and at other times, as requested by the PTO.
5. Be responsible for filling out all necessary forms for insurance and filing all tax returns and other forms required by federal, state, and local government agencies.
6. Make an annual financial report to the PTO, which includes gross receipts and disbursements for the fiscal year.
7. The specific duties of the Co-Treasurers shall be split in such a way as to ensure that there is an established system of checks and balances that can be passed on from term to term.

The Communications shall:

1. Ensure all PTO-related communication materials receive approval from the Executive Board prior to release to the public.
2. Prepare and publish PTO newsletters and relevant PTO communication materials.
3. Maintain the PTO website and calendar.
4. Publish pertinent PTO information on the website.
5. Publish meeting agendas and minutes.
6. Maintain PTO-related events and notices on social media.

F. Removal

Officers can be removed from office without cause by a two-thirds vote of the membership present at a regular meeting or special meeting, where previous notice has been given.

Any officer may be removed from office with cause by a majority vote of the membership present at a regular meeting or special meeting, where previous notice has been given, if removal is based on one of the following reasons:

1. Absence from three (3) consecutive meetings of the membership and/or the Executive Board.
2. Failure or inability to fulfill the duties of their office as prescribed in the Bylaws.
3. Engaging in conduct that is injurious to the PTO or its purposes.

Prior to removal from office with or without cause, the officer shall be given ten (10) days prior written notice of the proposed action, the reason for the action, if any, and the date of the meeting when a vote on the removal is scheduled. At the meeting, the officer shall be given an opportunity to address the membership prior to the vote to remove that officer.

Article VIII - EXECUTIVE BOARD

The Executive Board shall consist of the elected PTO officers. The principal of the School or designated representative, although not an elected officer, may serve in an advisory capacity with full voting privileges should they opt to attend a meeting.

The Executive Board shall:

1. Transact business between meetings in preparation for general meetings.
2. Create standing rules and policies.
3. Establish the objectives of the PTO for the school year.
4. Create event and fundraiser committees.
5. Prepare and submit the Annual Budget to members.
6. Prepare reports and present recommendations to the members.

The Executive Board may:

1. Authorize payment of bills within the limits of the budget adopted by the PTO. Such action must be ratified at the next meeting and be recorded in the minutes.
2. Authorize the payment of other unbudgeted bills necessary to complete PTO business not to exceed a total of \$750.00 between PTO meetings. Ratification of payment of these bills must occur at the next meeting and be recorded in the minutes.

The Executive Board may meet at any time and at any location at the discretion of the President. Notice of Executive Board meetings shall be communicated to all members of the Executive Board at least three (3) calendar days prior to the date of the meeting. Persons other than the members of the Executive Board may attend an Executive Board meeting only at the invitation of one of the members of the Executive Board.

At least three (3) members of the Executive Board are required to establish a quorum for the transaction of business at an Executive Board meeting. All actions of the Executive Board shall be reported to the membership at the next regular or special meeting.

Article IX - MEETINGS

A. Regular Meetings.

Regular meetings of the PTO shall be held, at a minimum, four (4) times per year during the school year.

Notice of the date, time, and location of a regular meeting shall be announced at a prior regular meeting and notice provided to the members by posting on the PTO website, social media and/or electronic communications at least one (1) week in advance of the meeting. Posting of the meeting notice at a visible location at School is also recommended, but is not required.

The schedule for regular meetings shall be approved by the membership at the first meeting of the school year. The meeting at which officers are scheduled to be elected for the following term shall be deemed to be the annual meeting of the PTO.

In the event a regular meeting cannot be held in-person due to unusual and extenuating circumstances (i.e., school closure), the Executive Board may present items for membership review and approval and conduct elections via alternative means, such as email. The Executive

Board shall comply with all notice provisions contained in these Bylaws to the extent practicable.

B. Special Meetings

A special meeting may be initiated either by the President or any two (2) members of the Executive Board. Notice of, and reason for, the special meeting must be issued to the membership in writing (such as by e-mail) at least five (5) business days in advance of the meeting.

C. Quorum

A quorum is the number of members required to meet to conduct PTO business and take action. Quorum shall consist of (1) 10% of the standing members of the PTO; or (2) at least 3 members of the Executive Board, whichever figure is less.

D. Rules of Order

All regular and special meetings shall be conducted in accordance with Robert's Rules of Order and shall govern in accordance with such rules in all matters not specifically covered under these Bylaws.

E. Voting

Any member is eligible to make motions, debate, or vote at any regular or special meeting.

The Executive Board may conduct voting via email or other electronic correspondence. The Secretary is responsible for recording the vote and the Vice President is responsible for presenting approved business items at the next regular meeting. PTO non-budgeted business expenditures must be presented at regular meetings.

F. Agenda

The Executive Board must approve all items on the agenda prior to the scheduled meeting. The proposed meeting agenda must be provided to the members at least one (1) week in advance of the scheduled meeting.

G. Distribution of Materials

Any non-PTO related materials may not be distributed at a PTO meeting, activity or event unless the President approves the material in advance and in writing.

Article X - COMMITTEES

The need for committees may be identified by either the Executive Board or by a majority vote of the membership at a regular or special meeting.

A. Committee Authority

A committee only has the authority and budget authorization as approved by the Executive Board or a majority vote of the membership at a regular meeting. The Executive Board or

Volunteer Lead(s) of a Committee may appoint members to committees.

B. Volunteer Lead

A Volunteer Lead of a Committee is appointed by the Executive Board. The term for Volunteer Lead(s) of a Committee shall be as long as they are able and willing to complete their duties and attract Committee members, and as directed by the Executive Board.

If a majority of the Executive Board determines that a Volunteer Lead is not fulfilling their duties or is not performing in a timely manner, the Board shall report their findings to the membership, remove that Volunteer Lead, and reappoint a new Volunteer Lead. However, Volunteer Leads who are also elected officers will retain their elected position unless removed in compliance with Article VII – Officers and Elections, Section F. Removal.

Article XI - FINANCES

A. Budget

A draft budget will be prepared by the Co-Treasurers for approval by the Executive Board prior to the incurrence of any obligations or any expenditure that had not been previously approved. The Annual Budget shall be presented for adoption at the beginning of the school year and shall cover the period from July 1 through June 30.

B. Expenditures

The Executive Board must approve all advances, encumbrances and obligations (collectively "expenditures") of the PTO.

1. Approval

Adoption of the Annual Budget by the Executive Board shall be sufficient evidence that the amounts and purposes of such expenditures have been approved.

No checks shall be issued unless the expenditure was approved by the Executive Board as part of the Annual Budget or at a regular or special meeting of the membership.

Notwithstanding the foregoing, the Executive Board shall have the authority to approve expenditures of \$750.00 or less for expenditures necessary for PTO business that are not included in the Annual Budget, by an affirmative vote of at least three members of the Executive Board. The Executive Board approval may be documented via email or other electronic communication.

2. Reporting and Ratification

The Co-Treasurers shall report all non-budgeted expenditures in excess of \$100 at each regular meeting for the period from the date of the prior regular meeting.

Any expenditure that was approved as part of the Annual Budget but exceeds \$1,000, including multiple expenditures for the same activity or event that in the aggregate exceed \$1,000, must be ratified by a majority vote of the Executive Board, and shall include a separate justification for the expenditure to be documented by the Co-Treasurers. If the expenditure would be well-served by a competitive bid process, then documentation of that process shall be included with the justification, or a justification for the single-source expense shall be provided in lieu thereof.

Any expenditure in excess of the budgeted amount by more than \$100 must also be ratified by a majority vote of the Executive Board. If the expenditure is not ratified, it does not invalidate the obligation or the payment. The Annual Budget must instead be amended to reduce the amount of future obligations by the same amount as the unratified expenditure.

3. Receipts

All expenditures shall be verified by receipts; however, any expenditure of less than \$100 for which a receipt is not available may be reimbursed if it is a budgeted expenditure and the Executive Board approves payment.

C. Gifts and Acknowledgments

The limit for gifts and acknowledgments by the PTO is \$75 and such expenditures must be approved by the Executive Board. The membership may approve expenditures in excess of this limitation.

D. Financial Records

The financial records of the PTO shall be open to any person who is a member of the PTO, as well as to any member of the public who requests inspection of the PTO's financial records.

The financial records shall be subject to audit upon approval of the expenditure by the membership.

E. Carryover

The PTO's Annual Budget shall provide for a carryover from year to year to cover unanticipated shortfalls in an amount that is not less than 10% of the average annual receipts of the PTO based on the prior three year period, or period available.

F. Financial Obligations

With the approval of the membership, a multi-year financial obligation may be approved if the liability each year will not exceed 20% of the annual average receipts of the PTO based on the prior three-year period.

Article XII - BALLOT MEASURES, CANDIDATE ELECTIONS AND ENDORSEMENTS

A. Legislation

No substantial part of the activities of the PTO shall consist of carrying on propaganda, or

otherwise attempting to influence legislation. However, the PTO may endorse state and local ballot or initiative measures that could benefit or impact the School and the district in which the School is located, and to expend funds to communicate the PTO's endorsement or objection to such measures in an amount that does not exceed the applicable IRS regulations for grassroots lobbying by nonprofit PTOs (typically not more than 25% of the PTO's total revenues).

B. Candidates for Elective Office

The PTO shall not participate or intervene in any political campaign (including the publishing or distribution of candidate statements) on behalf of any candidate for elective office. No campaign materials are permitted for distribution at a PTO meeting, activity or event.

C. Endorsements

In no event shall any member or officer of the PTO use the name of the PTO or their current or past position in the PTO to imply or convey support of the PTO for a particular candidate for elective office.

Article XIII - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote at any PTO meeting, provided notice has been given at the previous meeting, or thirty (30) days' written notice has been given to the membership.

Article XIV - DISSOLUTION

The PTO may be dissolved by a two-thirds (2/3) vote of the members in attendance at a regular meeting for which notice has been given for such action. Notice of the meeting at which dissolution is proposed must be provided to the members at least 10 calendar days prior to the date of the meeting by all available means to reach the membership, including but not limited to: in the PTO newsletter, by email, the PTO's website, the PTO's Facebook Page, and by posting at a visible location at the School.

Upon the dissolution of the PTO, any remaining funds shall be used to first pay any outstanding debts and any remainder, with the membership's approval, shall be spent for the benefit of the School. If the School ceases to exist, any remaining PTO assets may be distributed to one or more nonprofit organizations that have been established as tax-exempt under Section 501 (c)(3) of the Internal Revenue Code.

APPROVAL

The foregoing Bylaws have been approved for the PTO by a majority vote of its members at a regularly scheduled meeting as of May 6, 2021.

Date: May 6, 2021