

Ocean Shore School PTO Bylaws (2021)



OCEAN SHORE

SCHOOL

Parent Teacher Organization **Bylaws**

Approved June _____, 2021

ARTICLE I

PRINCIPAL OFFICE

The principal office of this corporation shall be located in Pacifica, San Mateo County, California, at the location of Ocean Shore School, or an alternative address to be established by resolution of the Executive Board of the Ocean Shore School Parent Teacher Organization.

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ARTICLE II

DETERMINATION OF MEMBERS

The Ocean Shore School Parent Teacher Organization is composed of all parents, caretakers, or legal guardians of currently enrolled students, teachers, staff members, and the principal of Ocean Shore School.

This corporation shall make no provisions for members, however pursuant to Section 5310(b)(1) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under the law or the provisions of the Articles of Incorporation or operative Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Executive Board. Furthermore, all rights which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of this corporation, shall vest in the Executive Board of this corporation.

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ARTICLE III

NONDISCRIMINATION POLICY

The Ocean Shore School Parent Teacher Organization adheres to a strict policy of nondiscrimination in all areas of membership and school business. Discrimination is prohibited against any individual because of age, race, creed, color, gender, sexual orientation, or other legally protected condition or class.

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ARTICLE IV

EXECUTIVE BOARD

Section 1: NUMBER

The corporation shall have a number of board members equal to the total number of officers represented by a number of parent Representatives to be determined by the Board of Directors, but no greater than one (1) Representative per classroom, one (1) President or two (2) Co-Presidents, two (2) Vice Presidents, one (1) Treasurer or two (2) Co-Treasurers, one (1) Secretary, two (2) representatives for the teachers, one (1) fundraising manager or two (2) Co-fundraising managers, and the Principal. Collectively they shall be known as the Executive Board. The number may be changed by amendment of this Section, or by repeal of this Section and adoption of a new section, as provided in these Bylaws.

Section 2: POWERS

Subject to the provisions of the California Nonprofit Public Benefit corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board.

Section 3: TERMS OF OFFICE

Each Board member shall hold office from July 1 through the following year on June 30, and until his or her successor is elected and qualifies.

Section 4: VACANCIES

A vacancy shall be deemed to exist in the event that the actual number of Executive Board members is less than the authorized number for any reason. Resignation shall be effective upon written notice to the Executive Board, or to the President(s). Vacancies may be filled by appointment of the Executive Board, with elections being held at the next General Meeting of the membership.

Section 5: MEETINGS

Regular meetings of the Executive Board shall be held monthly while school is in session, and as needed during the summer recess. Each General Meeting shall be called

by the Executive Board or by vote of the membership at large at a General Meeting. Notice of meetings will be made to the membership at least one week prior to the meetings.

Section 6: QUORUM

A quorum shall exist when fifty percent (50%) or more of the Executive Board members then in office are present at a Board meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members. Absent Board members may vote by proxy. A quorum of the general membership shall be deemed to exist when a simple majority is present at a General Meeting.

Section 7: INDEMNIFICATION

This corporation shall provide indemnification for the Executive Board to the full extent allowed by law. The Executive Board may adopt a resolution authorizing the purchase of insurance on behalf of any Board member of this corporation 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 Executive Board present at a meeting duly held at which a quorum is present is the act of the Executive Board, 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 Executive Board has a material financial interest (Section 5233) and indemnification of Board members (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Executive Board.

Section 9: INSPECTION

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

ARTICLE V

OFFICERS

Section 1: OFFICERS

The officers of the Executive Board shall consist of one (1) President or two (2) Co-Presidents, two (2) Vice-Presidents, one (1) Treasurer or (2) Co-Treasurers, one (1) Secretary, a number of parent Representatives to be determined by the Board of Directors, but no greater than one (1) Representative per classroom, two (2) representatives for the teachers, and the Principal. The President of the corporation shall also be the chairman of the Executive Board.

Section 2: ELECTION

The officers of this corporation shall be chosen annually by the general membership and shall serve at the pleasure of the membership. Executive Board members can only be elected to one position at a time during each elected session; in the event of a vacancy, an Executive Board member may temporarily hold more than one position as deemed appropriate and voted for by the entire remaining Executive Board.

Section 3: REMOVAL

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

Section 4: RESIGNATION

Any officer or Executive Board member 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. In the event of a vacancy, an Executive Board member may temporarily hold more than one position as deemed appropriate and voted for by the entire remaining Executive Board.

Section 6: PRESIDENT

The President or Co-Presidents in the capacity as chairperson(s) of the Executive Board, shall preside at all meetings of the Executive Board and shall exercise and perform such other powers and duties as may be from time to time assigned by the Executive Board or prescribed by these Bylaws. The President(s), 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 Executive Board or by the Bylaws.

Section 7: VICE-PRESIDENTS

The Vice-Presidents shall have responsibility as on-campus liaison between Ombuds, teachers, President(s), and administration. They will sit on committees and perform other such duties as assigned by the President, and shall discharge such other duties as pertain to the office or as prescribed by the Executive Board.

Section 8: SECRETARY

The Secretary shall keep a full and complete record of proceedings of the Executive Board, 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 Executive Board.

Section 9: TREASURER

The Treasurer or Co-Treasurers shall have charge and custody over all funds of the corporation, and shall oversee and manage the deposit and use of such funds in the manner required by the Executive Board. The Treasurer(s) shall keep and maintain adequate and correct accounts of the corporation's funds, and shall discharge such other duties as pertain to the office, or as prescribed by the Executive Board.

Section 10: PARENT REPRESENTATIVE

Each Parent Representative shall have the responsibility to act as liaison for students, teachers, parents and/or guardians of students for the classes they represent, and any other parties involved in the corporation's functions. The Parent Representative shall discharge such other duties as prescribed by the Executive Board.

Section 11: TEACHER REPRESENTATIVE

The Teacher Representative shall have the responsibility to act as liaison for teachers and

staff members involved in the corporation's functions. The Teacher Representative shall discharge such other duties as prescribed by the Board of Directors.

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ARTICLE VI

MISCELLANEOUS

Section 1: FISCAL YEAR

The fiscal year of this corporation shall end on June 30th.

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 one of the following: President, Secretary or Treasurer and an additional signatory as authorized by the Executive Board.

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

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of the members, if any, to change or repeal them, by approval of the Executive Board unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Executive Board of the corporation, the maximum or minimum number of Executive Board, or changing from a fixed to variable Board, or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section, or

(b) by approval of the members, if any, of this corporation.

A simple majority vote of members present at a General Meeting is sufficient to carry the amendment.

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 Executive Board; 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 Executive Board shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE IX

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 member of the Executive Board 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 Executive Board member or officer, 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 Executive Board 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 Executive Board 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 Executive Board 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 President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Executive Board shall determine whether the person or 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 Executive Board shall determine by a majority vote of the disinterested members 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

Section 5. Compensation.

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.

CERTIFICATE OF ENDORSEMENT

I, the undersigned, certify that I am the current President of the Ocean Shore School Parent/Teacher Organization, Inc., a California Nonprofit Corporation, and the above Bylaws, consisting of [redacted] pages, are the Bylaws of this corporation.

Date

Co-President

Co-President

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