

Bylaws

Dunham School Parent Teacher Organization A Non-Profit Corporation

Article I – Name and Offices

Section 1.

The name of this corporation is Dunham School Parent Teacher Organization.

Section 2.

The principle office of the Organization shall be located in the County of Sonoma.

Article II – Purposes

Section 1.

The Dunham School Parent Teacher Organization is a community organization whose mission is to provide resources and funds for maintaining and enriching the educational environment at Dunham Elementary School. The Dunham School Parent Teacher Organization seeks to form a bond between community members who care about Dunham School and those who are creatively carrying out the education of our children.

Section 2.

The organization solicits memberships from the families and staff members at the school as well as from the surrounding community. A volunteer recruitment drive is held each fall to gather volunteers to work in the classrooms, the school as a whole and on the Dunham School Parent Teacher Organization projects. The Dunham School Parent Teacher Organization plans and implements activities and programs that add to the core instructional program at the school. To support these activities and programs the organization engages in a wide range of fund raising projects.

Section 3.

This Organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter "Internal Revenue Code").

Article III - Basic Policies

Section 1.

The funding policies of the Organization are as follows:

- a. Funding is intended to support the needs of the school that will impact the school population.
- b. Funding will include facilities improvement and program enrichment.
- c. Other items shall be funded at the discretion of the Executive Board as per these bylaws.
- d. Funding of any item or program shall only apply to the current fiscal year or be allocated for up to two future years, and is subject to annual review.

Section 2.

The following are basic policies of this Organization:

- a. The Organization shall be noncommercial, nonsectarian and nonpartisan.
- b. The Organization shall work with Dunham Elementary School to provide quality education for all children and youth.
- c. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- d. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (i) by any organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- e. Upon the dissolution of this Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, with first priority being given to any non-profit organization established to benefit the children of the Dunham School District.

Article IV – Membership and Dues

Section 1.

Membership to this Organization shall be made available to any person who is a Dunham School District parent/guardian, staff member, immediate family member, or Dunham School board member.

Section 2.

The Organization shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 3.

Dues are not a prerequisite to membership.

Section 4.

Annual enrollment donations for operating expenses may be set by the Board of Directors.

Article V– Officers and Their Election

Section 1.

Each officer of this Organization will be a member of this Organization.

Section 2.

Executive officers of this Organization shall be president, vice-president, secretary, treasurer, historian, parliamentarian, and auditor. These officers are to be elected biannually. Elections should be set so that half of the board positions will be filled at each annual election, for alternating 2-year terms. It is intended that this will provide the Organization with consistency and experience, as there will always be members with knowledge and experience on the Board.

Section 3.

- a. A nominating committee shall make nominations for executive office. The Executive Officers of the Organization shall elect the nominating committee.
- b. The nominating committee shall be elected at least two (2) months prior to the annual election meeting in May. The committee shall serve until the annual election meeting.
- c. The nominating committee shall be composed of three (3) members, all of whom shall be members of this Organization.

- d. The report of the nominating committee shall be submitted to the current officers at least thirty (30) days prior to the annual election meeting.
- e. The secretary will mail the ballots with the list of nominees to each member of the Organization at least ten (10) days before the annual election meeting.

Section 4

Any member of the Organization who has been enrolled for at least thirty (30) days and who has signified their consent to serve if elected shall be nominated for or elected to office.

Section 5.

Election shall be held by ballot, either in person or by proxy if unable to attend the meeting, at the annual election meeting in May.

Section 6.

All officers shall serve a term of two (2) years or until successors are elected. Board terms will alternate annually so that approximately half of the current board members serve with the new members.

Section 7.

If an office remains unfilled after election, it shall be considered a vacant office to be filled by the Executive Officers.

Section 8.

A person elected by the Executive Officers shall fill a vacancy occurring in any office for the unexpired term. Election to fill a vacancy shall require a majority vote of the Executive Officers.

Section 9.

Officer's Liability Insurance will be provided and paid for by the Organization, during their term in office.

Article VI – Duties of Officers

Section 1 – President

The president:

- a. Shall be the principle executive officer of the Organization and shall supervise and control all the business and affairs of the Organization.
- b. Shall preside at all meetings of the members and the Executive Board.
- c. Will sign with the treasurer any bonds, stocks, contracts or other instruments that the Executive Board has authorized to be executed.
- d. Shall approve all newsletters, flyers and/or notices to be distributed in the name of the Organization.

Section 2 – Vice President

The vice president shall:

- a. Serve as the primary aide to the president.
- b. Perform the duties of the president in the absence or disability of the president to act.
- c. Serve as the Chair of Membership.
- d. Perform such other duties as may be assigned by the Organization.

Section 3 –Secretary

The secretary shall:

- a. Keep an accurate record of the proceedings of all meetings of the Foundation and the Executive Board in a book and approved at a regular meeting, which is the legal record for this Organization.
- b. See that notices are duly given in accordance with the provisions of these bylaws.
- c. Be the custodian of the Organization records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents.
- d. Keep a current list of the enrolled members of the Organization provided by the membership chairman.
- e. Keep a current copy of the bylaws and standing rules.
- f. Conduct all necessary correspondence of the Organization upon authorization of the president and the executive board.
- g. Perform such other duties as may be assigned by the Organization.

Section 4 – Treasurer

The treasurer shall:

- a. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the Organization.
- b. Chair the budget committee and prepare the budget for adoption by the Organization.
- c. Receive and retain a copy of the deposit slip for any deposit made.
- d. Pay all bills as authorized by the executive officers or the Board of Directors.
- e. Secure two (2) signatures on all checks, either the president or vice president and the treasurer. Authorized signers shall not be related by blood or marriage or reside in the same household.
- f. Keep an accurate record of receipts and disbursements in ledger form, which is a permanent record of this Organization. All other financial records must be retained according to current tax laws.
- g. Be responsible for filling out and forwarding all necessary report forms for insurance and for filing all tax returns and other forms as required by government agencies. (Note: the previous year's treasurer shall be responsible for preparing prior year's tax return.)
- h. Prepare a Treasurer's Report for each regular monthly meeting of the Organization, to be approved by the membership.
- i. Make an annual financial report to the Organization, which includes gross receipts and disbursements for the year. This is to be presented at the first meeting of the following school year.
- j. Perform such other duties as may be assigned by the Organization.

Section 5. –Auditor

The auditor shall:

- a. Audit the books and financial records of the Organization semiannually.
- b. Prepare a midyear audit to be completed in January. The year-end audit shall be completed in July. (NOTE: the outgoing auditor performs the audit at the end of a term.)
- c. Present a written report to the Executive Board and Organization membership at the August and February meetings.
- d. Audit the books upon resignation of the treasurer or any check signer and at any time deemed necessary.
- e. Not be related by blood or marriage or reside in the same household as the financial officers and/or authorized signers of checks.
- f. Be responsible for verifying on the Audit Report Form that all necessary report forms required for insurance, and tax returns and other forms required by state and federal government agencies have been completed and filed by the due date.

Section 6. –Historian

The historian shall:

- a. Assemble and preserve a record of the activities, achievements and volunteer hours of the Organization.
- b. Act as custodian of records and other materials pertinent to the history of the Organization.
- c. Chair the Yearbook Committee, coordinating volunteers and ensuring successful completion of the yearbook on time.

Section 7. –Parliamentarian

The parliamentarian shall:

- a. Attend all meetings of the Organization and give necessary advice in parliamentary procedure when requested.
- b. Call the first meeting of the nominating committee, conduct election of a chairman and give instructions in procedure, and may be contacted for additional information.
- c. Chair the bylaws committee and review bylaws and standing rules annually.
- d. Be entitled to all rights and privileges of membership including the right to make motions, debate and vote.

Article VII – Executive Board

Section 1.

Each Executive Board Member shall hold office for two (2) years excepting that the members of the original board may be appointed for lesser terms so that at least one term will expire each year.

Section 2.

General Corporate Powers: Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the Organization's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board.

Section 3.

Regular meetings of the Executive Board shall be held at the time and place designated by the Board.

Section 4.

A president or secretary at the request of any board member may call special meetings of the Executive Board. All members must be notified of special meetings at least seven (5) days prior to the meeting.

Section 5.

- a. This Foundation shall establish a quorum for the transaction of business at any meeting of the Executive Board.
- b. Sixty percent (60%) of the Executive Board Members shall constitute a quorum. However, if less than a majority of directors is present at said meeting, a majority of directors present may adjourn the meeting without further notice.
- c. Any action of the Executive Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action; provided however, that the consent of any Board Member who has a material financial interest in a transaction to which the Organization is a party and who is of "an interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect of any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board.

Article VIII – Removal

When a member of the Executive Board fails to attend three (3) consecutive meetings without adequate excuse or is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the other members of the Executive Board determines to be injurious to the organization or its purposes, the Executive Board may, by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation of the officer; (2) making a formal recommendation that the officer be removed from the Executive Board following a hearing in accordance with Due Process.*

***Footnote**, "Due Process Procedures: Following the two-thirds (2/3) affirmative vote recommending that the officer be removed from office: (1) The officer must be given fifteen (15) days' written notice of the hearing to remove the member from office; (2) The written notice shall contain the reasons for the proposed removal; (3) At the hearing the member must be given an opportunity to address the Executive Board, either orally or in writing; (4) Not less than five (5) days following the hearing, the Executive Board

shall convene and vote whether the officer will be removed from office; (5) A two-thirds (2/3) vote of the Executive Board shall be sufficient to remove the officer from office; (6) The removal vote shall be recorded in the Organization's minutes and shall specify the number voting in favor and against such removal."

Article IX – Organization Meetings

Section 1.

Organization meetings shall be held monthly from August to May each school year unless otherwise ordered by the Executive Board. With exception of the annual meeting, notice of any change in time or date of regularly scheduled meetings must be given in writing to the entire membership at least five (5) days in advance.

Section 2.

The Organization meeting in August shall be the annual meeting at which time the year's proposed program and budget, which includes all programs, projects and expenditures including those specified in the budget, require approval and/or ratification by the membership. All approved programs, projects and expenditures **MUST** be recorded in the Organization minutes, the legal record of the Organization.

Section 3.

The Organization election meeting shall be at the May meeting. All nominees for the executive board for the upcoming year shall be voted upon at this meeting.

Section 4.

The president may call special meetings. The president must call a special meeting upon the written request of three (3) Executive Board Members or by ten (10) members of the organization. Special meetings must be held within fourteen (14) days of receipt of a written request. All members must be notified of special meetings at least five (5) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting.

Section 5.

- a. This Organization shall establish a quorum for the transaction of business in any general meeting of this Organization.
- b. A simple majority of members present at a meeting shall constitute a quorum.

Section 6.

The privilege of making motions and voting shall be limited to members of the Organization who have been enrolled for at least thirty (30) days.

Article X – Committees

Section 1.

There shall be such committees created by the executive officers as may be required to carry on the work of the Organization. The quorum for a committee meeting shall be a majority of its members.

Section 2.

The president, subject to the ratification of the Executive Board, shall appoint the chairmen and members of committees, all of whom shall be members of this Organization.

Section 3.

The chairmen shall present plans of work to the executive board for approval. No work shall be undertaken without the consent of the Executive Board. All communications from committee chairmen and members must be shared with the school office prior to being sent to the membership.

Section 4.

Two (2) copies of each chairman's reports shall be compiled annually by all chairmen, filed in the procedure book for the committee and filed with the president.

Section 5.

The president may appoint such an advisory committee as needed. Advisory committee members need not be members of the Executive Board, but must be members of the organization.

Article XI – Fiscal Year, Annual Report and Identification Number

Section 1.

The fiscal year of this Organization shall begin on July 1 and end on June 30 of each year.

Section 2.

The board shall send an annual report to the members within one hundred twenty (120) days of the end of the Organization's fiscal year. That report shall contain the following information in appropriate detail for the fiscal year:

1. The assets and liabilities, including the trust funds, of the Organization as of the end of the fiscal year.
2. The principle changes in assets and liabilities, including trust funds.
3. A summary of the revenue or receipts of the Organization both unrestricted and restricted to particular purposes.
4. A summary of the expenses or disbursements of the Organization for both general and restricted purposes.

Section 3.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Organization that such statements were prepared without audit from the Organization's books and records.

Section 4.

This requirement of annual report shall not apply if the Organization receives less than three hundred (\$300.00) dollars in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

Section 5.

The Internal Revenue Service 501(c)(3) Tax Identification Number for this Organization is 20-3746728.

Article XII – Books and Records

Section 1.

Any member, or their agent or attorney may inspect all books and records of the Organization for any proper purpose at any reasonable time, with a minimum of 5 days notice.

Section 2.

The Executive Board shall provide for an annual audit of the records and accounts of the Organization.

Article XIII – Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and the neuter, the singular includes the plural, and the term “person” includes both a legal entity and a natural person.

Article XIV – Amendments

Section 1.

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the Executive Board.

Section 2.

No amendment may extend the term of a Board member beyond that for which the member was elected.

Section 3.

The Organization shall adopt amended bylaws by a majority vote of members present and a majority of Board members at any Organization meeting provided thirty (30) days' written notice has been given to the membership.

Certificate of Secretary

I certify that I am duly elected and acting Secretary of the Dunham School Parent Teacher Organization, a California non-profit public benefit corporation, that the above bylaws, consisting of 13 pages are the bylaws of this corporation adopted by the Executive Board on January 1st, 2006 and that they have not been amended or modified since that date.

Executed on February 21st, 2006 at Petaluma, California.

Tina M. Jantz
Secretary

Standing Rules

1. At the beginning of his term of office, each member of the Dunham School Parent Teacher Organization Executive Board shall be given a copy of these bylaws and shall be responsible for making a thorough study of them. A copy of these bylaws shall be made available to any member of the Organization upon request.
2. At least seven (7) days notice, in writing, must be given to the president in order to have an item of business or an announcement placed on the monthly Organization meeting agenda.
3. When a recommendation for an item of business or an announcement that has not had prior consideration by the executive board is brought to a meeting, it shall be referred to a committee and/or the Executive Board.
4. Any material to be distributed at an Organization meeting must be approved by the executive board prior to the meeting.
5. Each officer and committee chairman shall be responsible for keeping an up-to-date procedure book and for turning it over to the incoming office or chairman at the end of the term of office.
6. The president, subject to ratification of the executive board, may appoint an assistant to any of the chairmen or the secretary.
7. It is understood that the Executive Board Members of the Dunham PTA, elected to office by the membership in May 2005, for the 2005/06 school year, shall become the original Executive Board of the Dunham School Parent Teacher Organization, with terms of office ending June 30, 2007. The first general election of the Dunham School Parent Teacher Organization will be held in May of 2007, for the 2007/08 school year.

Note: Standing rules may be adopted by a majority vote at any Organization meeting. Amendments to standing rules require a two-thirds (2/3) vote without previous notice, a majority vote with such notice. Standing rules should be procedural rather than parliamentary and may not conflict with the bylaws.