



**KOREMATSU ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION**

# **BYLAWS**

## **Article I - Name**

The name of this organization shall be the Korematsu Elementary School Parent Teacher Organization (hereinafter referred to as "KPTO").

## **Article II - Legal Status**

The PTO is a California nonprofit corporation organized for charitable purposes for the Korematsu Elementary School at Mace Ranch (hereinafter referred to as "School"), and is exempt from payment of federal income taxes under the Internal Revenue Code Section 501(c)(3) and from state income taxes under the California Revenue and Taxation Code Section 23701(f). The PTO's federal employer ID number is 202323643.

## **Article III - Benefits**

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

## **Article IV - Purpose**

The primary purpose of this corporation is to foster relations among the parents, teachers and administrators; and to raise funds to make charitable contributions and fund programs and activities that will benefit the students who will attend the School by:

- Providing prospective parents with information regarding School District staff and Board meetings and activities regarding school opening decisions, such as school curriculum, grades, magnet programs, and non-elementary uses of the School.
- Assisting students, teachers and administrators to improve the learning environment.
- Participating in the decision making process establishing School policy.
- Implementing educational programs.
- Offering supportive services.
- Purchasing materials and supplies.
- Constructing facilities and site improvements.

While it is the intent of the organization that its programs and events benefit all of the future students at the School, the organization may expend funds for programs or events that benefit ~~the efforts to open the School as a full K6 elementary school, and after the School opens, to~~ benefit one grade, class, or student, at the discretion of the membership, as long as the purpose of the expenditure is reflected in at least one of the foregoing purposes of the organization.

## **Article V – Membership**

**A. Members.** Parents (as used herein this term includes guardians or other adults standing in loco parentis for a student who will attend the School), teachers, administrators, and residents in the Mace Ranch Elementary School boundaries who are interested in furthering the purpose of this organization shall be eligible for membership at any time upon payment of dues. A member shall have the privilege of making motions, voting and holding office. **Membership is contingent upon the payment of dues, if any, and last for one year (July through June). Each paid membership receives one vote.**

**B. Dues.** The amount of dues, if any, will be established by the Executive Board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the regular or special meeting to be considered a member in good standing. Dues shall be waived for teachers and administrators of the School.

**C. 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 during the meeting (not necessarily at the time of the vote).

## **Article VI – Nondiscrimination**

The organization shall not discriminate against any person based on his or her sex, age, race, color, religion, national origin, medical condition, disability, family or marital status, or sexual orientation in attaining membership, holding office, or participating in the benefits and the services and facilities sponsored or supported by this organization.

## **Article VII – Officers and Elections**

**A. Titles.** The officers of the PTO and the Executive Board shall be comprised of the following positions and no person shall hold more than one position at the same time:

- President
- 1<sup>st</sup> Vice President
- 2<sup>nd</sup> Vice President
- Secretary
- Treasurer

**B. Eligibility.** Members are eligible for election to office if they are members in good standing at the time of the election.

**C. Terms of Office.** Officers are elected for one year (July through June) and may serve no more than two consecutive years in the same office. Officers that have served for more than six months of a term shall be deemed to have served a full term in such office. ~~The first set of elected Officers shall serve from the formation of the organization through the first year after the School opens, which is estimated to be from March 2005 through June 2007.~~

**D. Duties of Officers.** Each officer shall have the following duties and other duties as approved by the membership:

- 1. President.** The President shall preside over the meetings of the organization and the Executive Board, serve as the primary contact and spokesperson for the organization, appoint committee members, serve as an exofficio member of all

committees, and coordinate the work of all of the officers and committees in order that the purposes of the organization be served. The foregoing notwithstanding, the Chairperson and members of the Nominating Committee may only be appointed by a vote of the members in good standing at a regular meeting. The President may handle the correspondence for the organization in lieu of delegating that assignment to the Secretary. The President shall serve as, or shall appoint a member to serve as, the PTO representative on the Superintendent's Parent Advisory Committee. The President shall cast the deciding vote in case of a tie at all regular and special meetings.

**(i) Advocacy.** The President, or any Officer, Committee Chairperson or member so delegated by President or the membership, may represent the positions of the organization before other elected and appointed boards and commissions.

**(ii) Coordination.** The President shall be in close contact with School administrators, teachers and parents to foster communication and the resolution of any issues or concerns of any administrator, teacher, parent, student, or member of the organization. The President shall keep confident the name of any person who has requested that the President communicate on their behalf in confidence an issue or concern for consideration by the organization or the administration.

**(iii) Succession.** The President is responsible for coordinating the delegation of duties and presenting a review of the prior year's activities to the newly elected President and to otherwise assist him or her as needed.

**2. 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents.** The Vice President(s) shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice President may also act as a Chairperson of one or more committees upon appointment by the President; however, he or she may not serve as the Chairperson or as a member of the Nominating Committee if he or she will be eligible for election to the position of President. It is expected that the Vice President shall act as a committee chairperson or otherwise assume responsibility for the coordination of at least one PTO event each year.

**3. Secretary.** The Secretary shall keep all of the records of the organization, take and record minutes of all meetings, prepare the agenda, handle correspondence at

the direction of the President, send out notices of the regular and special meetings of the organization to the membership, and provide for the safekeeping of the minutes and other legal documents of the organization. The Secretary may delegate sending out the notices of the meetings to the Chairperson of the Newsletter Committee. The Secretary is only required to transcribe the actions that were taken at each meeting by vote or consensus of the membership, including recording all approved expenditures, and to distribute an action summary at the next regular meeting or by otherwise posting a copy of the action summary **on the KPTO website.** ~~at a visible location at the School.~~ The Secretary shall keep a current copy of the Bylaws, membership roster, and minutes of previous meetings for referral at meetings.

**4. Treasurer.** The Treasurer shall receive and deposit all of the funds of the organization, keep an accurate record of receipts and expenditures, **track grants and other special funding,** pay advances and reimbursement of approved expenses, issue a financial statement on a quarterly and annual basis, and prepare the organization's federal and state tax returns as set out below:

**(i) Reporting Periods.** The accounting period of the organization is from July 1 to June 30. Financial statements are due to be presented to the membership at a scheduled meeting by no later than two months after the end of the preceding quarter as follows: November (JulySeptember), February (OctoberDecember), May (JanuaryMarch) and September (AprilJune). An annual financial report for the prior fiscal year shall be made by the Treasurer at the membership meeting in the Fall.

**(ii) Tax Returns.** The Treasurer is responsible for preparing (or overseeing the preparation of) the tax returns for the organization. Tax returns must be filed no later than November 15 following the end of the prior fiscal year.

**(iii) Disbursements.** No checks shall be issued unless the expenditure was approved by the membership as part of the Annual Budget, or at a regular or special meeting of the organization. **Approved expenditures will be paid within seven days of receipt submittal along with a reimbursement request form. No reimbursements will be made without a valid reimbursement request form.** ~~The Treasurer may advance funds for approved expenditures to avoid financial hardship for any member or Committee Chairperson who has been delegated the responsibility for organizing an event, which requires making expenditures in advance of the event.~~ All checks over \$1,000 must be approved and signed by any two (2) of the elected officers, one of which may be the Treasurer. **The Treasurer may not issue disbursements to themselves.**

## **E. Nominations and Elections.**

**1. Timing.** Elections of officers will be held no earlier than the meeting in April and no later than the last meeting of the organization prior to the end of the School year. If a quorum is not present at each of the meeting(s) at which elections of officers was noticed as an agenda item, or election of all of the officers has not been completed prior to the end of the School year, then elections to fill vacancies will be held at the first meeting of the organization after the commencement of the next School year (typically in September).

**2. Nominating Committee.** The Nominating Committee will be appointed by the membership at a regular or special meeting of the organization no later than March of each year. The Nominating Committee shall be comprised of at least two members of the organization in good standing. The Nominating Committee shall issue a written notice to the membership in the PTO newsletter, posting on the list serve and posting at School soliciting the names of members who may want to serve as an Officer for the following School year, and shall seek the recommendations of administrators, teachers and parents in identifying potential officers. Members of the Nominating Committee shall not be eligible for election to any office while serving as a member of the Nominating Committee. The Principal of the School, or a faculty representative appointed by the Principal, shall serve in an advisory capacity on the Nominating Committee.

**3. Nominations.** Only those persons who are eligible for election to office, are members in good standing, and have signified their consent to serve if elected shall be nominated for, or elected to, office. The report of the Nominating Committee shall be submitted to the membership either (i) at the regular meeting immediately prior to the annual election meeting, or (ii) no later than 10 days prior to the annual election meeting by (a) inclusion in the newsletter if time permits, (b) posting on the list serve, and (c) posting at School. The Nominating Committee will present a slate of officers for election at the annual election meeting, which is usually held in May, or at a regular or special meeting noticed for the election of officers. At that meeting, nominations may also be made by members in good standing from the floor. Nominees for office shall not be related to another nominee at the time of the election.

**4. Voting Procedure.** Voting shall be by voice vote if no more than one person is nominated for each office. If more than one person is nominated for any one office, then election of an officer to that office shall be by either a written ballot or by a showing of hands as determined by the presiding officer. Officers are elected by a majority vote of the members at the meeting in good standing if a quorum is present at the time of the vote.

**F. Vacancies.** Vacancies occur if an officer, after being duly elected, resigns or is removed from office before the expiration of his or her term.

1       **President.** If there is a vacancy in the office of the President during the School year, the 1<sup>st</sup> Vice President will become the President. At the next regular meeting, an election will be held to fill the position of Vice President.

2       **Other Officers.** If there is vacancy in any other office, it will be filled by election of the members at the next regular meeting. The President, after consultation with the Executive Board, shall nominate officers to fill such vacancies and shall solicit nominations from the floor.

3       **Election.** The election of officers to fill vacancies shall comply with the provisions of Section E above, although formation of a Nominating Committee is not required.

**G. Removal.** Officers can be removed from office without cause by a two-thirds vote of the membership of those present (constituting a quorum) at a regular meeting or special meeting. Any officer may be removed from office with cause by a majority vote of the membership of those present (constituting a quorum) at a regular meeting or special meeting if removal is based on one of the following reasons: (i) absence from three (3) consecutive meetings of the membership and/or the Executive Board, (ii) for failure or inability to fulfill the duties of his or her office as prescribed in the Bylaws, or (iii) engaging in conduct that is injurious to the organization or its purposes. Prior to removal from office with or without cause, the officer shall be given 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 officers of the organization and the Principal of the School, or his or her faculty designee, shall make up the members of the Executive Board. Although not an elected officer, the Principal or his or her designee serves in an advisory capacity with full voting privileges. The Executive Board is charged with the management of and responsibility for the organization, and shall, at a minimum, perform the following tasks:

- Establish the objectives and programs of the organization for the School year;
- Prepare for the upcoming regular and special meetings;
- Create standing and adhoc committees;
- Prepare the annual budget;
- Review the financial reports and records; and
- Approve payments and contracts for services and supplies that are in furtherance of the approved budgeted expenditures.

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 either verbally, in writing, or by email at least three 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 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**

The organization may hold regular and special meetings. The organization may transact business if a quorum is present at any time during the meeting; however, election and removal of officers may only be held if a quorum is present at the time the vote is taken.

**A. Regular Meetings.** Regular meetings of the organization shall be held one each month during the School year, with the exception of the months of December and June during which regular meetings may be held but are not required. Notice of the date, time and location of a regular meeting shall be announced at a prior regular meeting and notice sent to the members by posting on the list serve and in the PTO newsletter at least one 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 decided by the membership at the first meeting of the School year. The meeting at which officers are scheduled to be elected for the following year shall be deemed to be the annual meeting of the organization.

**B. Special Meetings.** Special meetings may be called by any member of the Executive Board. The notice of the special meeting must be issued to the membership in writing (such as the PTO newsletter), or by posting on the list serve and at the School in a visible location at least 48 hours in advance of the meeting.

**C. Quorum.** A quorum constitutes either 10% of the standing members of the organization or at least 10 members, whichever figure is less. If a quorum is not present but all of the officers are present, then any business of the organization may be transacted other than election of officers, approval of the annual budget, or approval of expenditures in excess of \$1,000.

**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.** Only members in good standing are eligible to make motions, debate and vote at any regular or special meeting. Voting by proxy is prohibited.

**F. Agenda.** The meeting agenda is set by the President in advance of the meeting in consultation with the Executive Board. The President must approve any items to be placed on the agenda prior to the meeting, and the membership must approve any changes to the agenda prior to commencement of discussion of an item that is not on the agenda.

**G. Distribution of Materials.** Any non PTO materials may not be distributed at a PTO meeting, activity or event, unless the material is approved in advance by the President.

## **Article X – Committees**

**A. Ad Hoc Committees.** The committees of the organization shall be as defined from time to time by either the Executive Board or by a majority vote of the membership at a regular or special meeting.

**B. Standing Committees.** The following committees shall be considered to be Standing Committees, which require a minimum membership of at least three members in good standing. Committee Chairpersons and members of the committees are appointed by the President, or by the membership at a regular meeting:

- Membership Committee
- Newsletter Committee
- Fundraising Committee
- Nominations Committee

**C. Committee Authority.** A committee, whether an Ad Hoc or a Standing Committee, only has the authority and budget authorization as approved by a majority vote of the membership at a regular meeting. While the President or Executive Board members acting as a Committee Chairperson may appoint members to committees, only the membership can delegate the authority of the organization to a committee.

**D. Committee Chairperson.** The term of office for a Committee Chairperson shall be one year. ~~or until a successor has been appointed, whichever occurs first.~~ **The Committee Chairperson may continue their appointment by indicating verbally at the annual meeting or in writing on or before such date.** If the President determines that a Chairperson is not fulfilling his or her duties or is not performing in a timely manner, the President shall first report his or her findings to the Executive Committee or to the membership and then may remove and reappoint the Committee Chairperson. However, the Nomination Committee Chairperson and Chairpersons that are also elected officers shall not be removed without the approval of the membership.

The Chairperson shall present a committee work plan to the Executive Board and no work shall be undertaken by a committee on behalf of the organization without the prior approval of the Executive Board. The President may approve a committee work plan if the work plan must be approved to timely commence the committee's activities before the next Executive Board meeting. Progress and financial reports regarding the Committee's activities are to be presented at a regular meeting by the Committee Chairperson according to the schedule as determined by the President. The Committee Chairperson shall provide the Historian with a copy of the approved work plan and progress and financial reports upon expiration of his or her term of office.

## **Article XI – Finances**

**A. Budget.** A draft budget will be prepared by the Executive Committee for approval by the membership prior to the incurrence of any obligations or any expenditure that had not been previously approved by the membership. 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 organization to verify that such amounts have been authorized in advance by the membership.

1       **Approval.** Adoption by the membership of the Annual Budget shall be sufficient evidence that the amounts and purposes of such expenditures in that budget have been approved by the membership if that budget sufficiently describes the purpose and funding limitation for that expenditure. No checks shall be issued unless the expenditure was approved by the membership 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 \$150 or less for expenditures that are not included in the Annual Budget by an affirmative vote of at least three members of the Executive Board. All checks over \$1,000 must be approved and signed by any two (2) of the elected officers, one of which may be the Treasurer.

2       **Reporting and Ratification.** The Treasurer shall report all expenditures in excess of \$150 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 vote of the membership. Any expenditure in excess of the budgeted amount by more than \$100 must also be ratified by a vote of the membership. If the expenditure is not ratified it does not invalidate the obligation or the payment; however, the Annual Budget must be amended to reduce the amount of future obligations by the same amount as the un-ratified 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 an officer authorizes payment, or if the membership approves payment.

**C. Gifts and Acknowledgments.** The limit for gifts and acknowledgements is \$50 and the Executive Board must approve such expenditures; however, the President is authorized to approve such expenditures if it is necessary to act before the next Executive Board or regular meeting. The membership may approve expenditures in excess of this limitation.

**D. Grants and Special Funding.** The organization will hold in trust any funds received from grants or fundraising projects in which funds were received for a specific purpose. These funds cannot be used for any other purpose than which was originally intended and will defer to the grant writer or project lead. General fund augmentations, like membership drives, festivals, auctions, and other fundraisers are to be considered part of the general fund and become the basis for the Annual Budget.

**E. Financial Records.** The financial records of the organization shall be open to any person who is a member of the organization, as well as to any member of the public who requests inspection of the organization's financial records. The financial records shall be subject to audit

**F. Carryover.** The organization'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 organization based on the prior three year period.

**G. Financial Obligations.** With the approval of the membership, a multiyear financial obligation may be approved if the liability each year will not exceed 20% of the annual average receipts of the organization based on the prior three-year period.

## **Article XII – Ballot Measures, Candidate Elections and Endorsements**

**A. Legislation.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. However, the organization 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 organization's endorsement or objection to such measures in an amount that does not exceed the applicable IRS regulations for grassroots lobbying by nonprofit organizations (typically not more than 25% of the organization's total revenues and filing Form 5768 in advance).

**B. Candidates for Elective Office.** The organization 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 may be permitted

to be distributed at a PTO meeting, activity or event. However, the organization may undertake the following types of activities:

- The organization may undertake efforts to encourage parents, teachers and administrators to participate in meetings and election of candidates to office of the Davis Joint Unified School Board (District Board) by means such as publishing the dates of such meetings or elections.
- The organization may sponsor District Board candidate forums or permit candidates for elective office to address the membership at any regular or special meeting, as long as all candidates for the same office have also been invited to speak at the same meeting or given an equivalent opportunity to address the membership of the organization.

**C. Endorsements.** In no event shall any member or officer of the organization use the name of the organization or his or her current or past position in the organization to imply or convey support of the organization for a particular candidate for elective office.

### **Article XIII – Amendments**

These Bylaws may be amended at any regular meeting by a two thirds vote of the members in good standing, provided that the amendment has been introduced a previous regular meeting or has been published at the direction of the Executive Board in the PTO or School Newsletter and posted on the list serve and at the School (if feasible) at least 21 days in advance of the meeting at which a vote on the amendment is scheduled.

### **Article XIV – Dissolution**

The organization may be dissolved by a two thirds vote of the members in good standing in attendance at a regular meeting that has been noticed for such action. The meeting at which dissolution is proposed must be noticed at least 10 calendar days prior to the date of the meeting by all of the following means: in the PTO newsletter, by email notice to the organization's list serve, and by posting at a visible location at School. Upon the dissolution of the organization, 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 School and/or distributed to one or more nonprofit organizations which have been established as tax-exempt under Section 501(c)(3) of the Internal

Revenue Code pursuant to the applicable provisions of the State of California Corporation Code.

The foregoing Bylaws have been approved for the organization by a majority vote of its members in good standing at a regularly scheduled meeting as of:

Date:

Original: March 22, 2005

Amended: Pending, October 2009

ATTEST:

BY: \_\_\_\_\_

Name: Rebecca Brunette

Secretary, Korematsu PTO