

**Bylaws of the Friends of Farallone Parent Teacher Organization
A California Public Benefit Corporation**

Article 1. Name of Organization

The name of this organization shall be The Friends of Farallone Parent Teacher Organization (FOFPTO). The principal office of the organization for the transaction of its business is located at Farallone View Elementary in Montara, California.

Article 2. Purpose

The Friends of Farallone Parent Teacher Organization (FOFPTO) is a volunteer, non profit organization. Our purpose is to:

- Enlist parents and teachers in a cooperative effort to enhance our children's education
- Nurture an enthusiasm for learning among students
- Facilitate parental involvement in our children's education
- Establish and maintain a support network for all members of the Farallone View community
- Promote educational opportunities and the enhancement of school facilities, which extend beyond the basic curriculum provided by the district, state or federal government
- Sponsor events that support parental education and enhance student learning
- Sponsor fundraising events and secure financial contributions for the sole benefit of advancing the practice of staff, learning of students and quality of programs at Farallone View.

Article 3: Basic Policies

- a. The policies shall be developed through meetings, conferences, and committees and shall not direct or control the administrative activities of the school.
- b. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- c. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Objects of the organization.
- d. The organization shall work with the school to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- e. All work done and products created on behalf of the PTO shall become the sole property of the PTO.
- f. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an 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.

Article 4. Membership

This organization is open to all parents, legal guardians, or other persons standing in loco parentis or direct relative of a child enrolled and attending the Farallone View Elementary School, as well as Farallone View Elementary School educators, administrators, and staff. Membership in this organization shall be made available without regard to race, color, creed or national origin. Each member shall have one vote and shall have the privilege of making motions and serving on committees.

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

The Executive Board shall have the authority to determine the process for collecting membership dues to be used for the operation of the organization. A voluntary membership donation shall be permitted from any members wishing to support the operating costs of the organization.

Article 5. Officers and Their Election

Section I. General Policies

- a. The officers of the organization shall consist of a President, Vice President, Past President a Secretary, a Treasurer, a Financial Recorder, a Director of Communications, an Auditor, and other such officers as the Executive Board may from time to time appoint
- b. Two persons may be nominated and elected to fill any position. In this instance, both of the persons elected shall be given all of the rights and responsibilities of the office as listed in Article 6.
- c. Any number of offices may be held by the same person except that of the Secretary, the Financial Recorder, the Auditor nor the Treasurer may serve as the President. The Treasurer and Financial Recorder cannot be the same person
- d. The Executive Board has the authority to reassign specific job duties as required.
- e. Officers shall be elected annually at the May meeting of the organization by the members present.
- f. Officers shall serve for a term of one year or until their successors are elected, beginning on July 1 and ending on June 30 of each year.
- g. No officer shall be eligible to the same office for more than two consecutive terms, except for the Treasurer.

- h. No elected officer, being an authorized signer for the organization's financial accounts, shall be related by blood or marriage or reside in the same household as any other elected officer.
- i. No officer shall receive, directly or indirectly, any compensation for his or her services as officer. The Executive Board may authorize reimbursement of reasonable expenses incurred by officers.

Section II. Elections

- a. Election shall be held by ballot at the May meeting of the General Membership. If there is but one nominee for any office, the ballot for that office may be dispensed with and the election held by voice vote.
- b. The PTO shall notify all parents whose children attend Farallone View Elementary of the election meeting date and time and invite them to participate.
- c. If there is more than one candidate for any office, individual elections for each office shall be held in the following order, with nominations from the floor being called for before each election: President, Vice-President, Past President, Secretary, Treasurer, Financial Recorder, Director of Communication, Auditor.
- d. Ballots shall be counted by PTO Executive Board Members, exclusive of those running for office.
- e. A majority of the votes cast by organization members in attendance shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall be held.
- f. If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board-elect.
- g. Vacancies on the Executive Board occurring during the year may be filled by a person approved by the Executive Board. However, should a vacancy occur in the office of the President, Vice-President, shall immediately and jointly assume the office until a special election is held to fill it permanently.

Section III. Removal

Any officer may be removed by a majority vote of the Executive Board, at any time.

Section IV. Board-Elect

The newly elected President may call meetings as necessary of the officers-elect and the principal of the school, or a representative appointed by the principal, to ratify the appointments of appointed officers and chairpersons and to make plans for the coming year's work.

Article 6. Duties of Officers

Section I. Duties of Elected Officers

The President shall:

- 1. Attend PTO meetings;

2. Serve as a member of the Executive Board;
3. Be subject to control of the Executive Board, have general supervision of the affairs of the organization;
4. Preside at all meetings of the Executive Board and the regular member meetings;
5. With the aid of the Principal, oversee the hiring of all district employees and contractors whose positions are funded by this organization;
6. Assemble and preserve a record of the activities, achievements and volunteer hours of the organization;
7. Act as custodian of records and other materials pertinent to the history of the organization;
8. Serve as an ex officio member of all Committees;
9. Perform such other duties as assigned by the organization;
10. Serve as an authorized signatory on all PTO accounts;
11. Work with the Principal to draft the school calendar
12. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks of other instruments which may from time to time be authorized by the executive board.

The Vice President:

1. Attend PTO meetings;
2. Serve as a member of the Executive Board;
3. The vice president shall also oversee the committees of this organization.
4. Serve as an authorized signatory on all PTO accounts;
5. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;
6. Assemble and preserve a record of the activities, achievements and volunteer hours of the organization;
7. Have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the organization.

The Past President shall:

1. Attend PTO meetings;
2. Serve as a member of the Executive Board;
3. Preside at all meetings of the Executive Board and the regular member meetings;
4. Serve as an ex officio member of all Committees;
5. Perform such other duties as assigned by the organization;
6. Serve as an authorized signatory on all PTO accounts;
7. In the absence of the President and Vice President, or in the event of their inability or refusal to act, the Past President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;

The Secretary shall:

1. Attend PTO executive board and member meetings and record the official minutes, including the date and place of holding, the names of those present or represented at the meeting, and a record of topics discussed;
2. Distribute minutes of previous meetings prior to the next meeting, and maintain a copy of all minutes for future reference (either hard copy or electronic);
3. Serve as a member of the Executive Board;
4. Be custodian of the records;
5. Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date;
6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles or Incorporation of this organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive board.

The Treasurer shall:

1. Attend PTO meetings;
2. Serve as a member of the Executive Board;
3. Serve as an authorized signatory on all PTO accounts;
4. Prepare an annual budget for adoption by the executive board and the members of the organization;
5. Have charge and custody of, and be responsible for, all funds and securities of the organization;
6. Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Executive board by receipt of authorization for payment signed by the secretary and the president, taking proper vouchers for such disbursements.
7. Secure two signatures on all checks over \$250. Any two of the following are authorized to sign: president, vice president, past president, and treasurer,
8. Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
9. Exhibit at all reasonable times the books of the account and financial records to any director of the organization, or to his or her agent or attorney, on request therefore.
10. Render to the President and officers, whenever required, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization.
11. Keep the board informed of expenditures as they relate to the budget adopted by the organization.
12. Present a treasurer's report at every meeting of the executive board and regular member meetings.
13. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial and tax statements to be included in any required reports.

14. In general, performs all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles or Incorporation of this organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive board

The Financial Recorder shall:

1. Attend PTO meetings;
2. Serve as a member of the Executive Board;
3. Receive all monies on behalf of the organization and deposit such funds in the name of the organization in such banks, trust companies, or other depositories approved by the executive board. Give a copy of the deposit slip to the treasurer;
4. When required, provide donors with a receipt, or provide receipts to committee chairs to provide to donors on behalf of the organization;
5. Keep an accurate record of all receipts for filing with the treasurer's financial records for the organization;
6. Record details of deposits and ensure two members, not related by blood or marriage or residing in the same household, have counted and signed to validate the deposit.
7. Perform other such duties as may be delegated by the executive board.

The Director of Communications shall:

1. Attend PTO meetings;
2. Serve as a member of the Executive Board;
3. Coordinate all communications to the members of the organization;
4. Fostering partnerships with the English Learners Advisory Committee (ELAC) and its members for the purpose of understanding their needs and improving participation by its members in PTO meetings and events.

The Auditor shall:

1. Attend PTO meetings;
2. Serve as a member of the Executive Board;
3. Audit the financial records of the organization quarterly;
4. Prepare a quarterly audit to be completed by the end of each fiscal quarter (Sept, Dec, Mar and June). (NOTE: The audit at the end of a term is performed by the outgoing auditor)
5. Present a written report for approval to the executive board after each audit is complete;
6. Audit the books upon resignation of the treasurer, financial recorder, or any check signers at any time deemed necessary;
7. Not be related by blood or marriage or reside in the same household as the financial officers and/or authorized signers of checks.

Section II. General Responsibilities of All Officers

All Officers shall:

1. Perform duties as outlined;
2. Decide on fundraisers, events and services to be provided during the school year;

3. Delegate chairpersons for the fundraisers, events and services sponsored by the PTO;
4. Approve the budget and financial report;
5. Maintain record of operations containing notes and information relevant to their position to be passed on to their successors at the close of their service of office;
6. Perform the duties prescribed in the current edition of Robert's Rules of Order Newly Revised in addition to those outlined in these bylaws and those assigned from time to time;
7. Upon the expiration of the term of office, or in case of resignation or termination, each officer shall turn over to the president without delay, all records, books, and other material pertaining to the office and shall return to the treasurer without delay, all funds belonging to the organization.

Article 7. Member Meetings

Section I. Schedule of Regular Member Meetings

Regular monthly meetings of the PTO members shall occur, unless changed by the Executive Board at their discretion. President, Vice-President, Past President, Secretary, Treasurer and Director of Communication, will give an update at each member meeting. The secretary will record minutes.

A site council representative must give an update on the site plan and budget at least once per year.

Whenever there is any change in the time or date of regularly scheduled meetings or whenever members are required or permitted to take any action at a meeting, appropriate notification shall be given to organization members by the Executive Board.

Section II. Election Meeting

The General Membership Meeting held in May shall be the annual election meeting at which time officers shall be elected.

Section III. Approval of Proposed Program and Budget

The year's PTO proposed program and budget, which includes programs, projects, and anticipated revenue and expenses for the year, shall be presented to the membership by the Executive Board at the May General Membership Meeting of the year. The membership shall vote to approve the proposed program and budget at this meeting.

This organization may fund some district positions that are deemed important by the organization but are not funded by state or federal dollars. Members will vote in May to approve a letter of intent that describes the positions and dollar amounts that will be funded by this organization.

Section IV. Special Meetings

Special meetings may be called by the organization or the Executive Board. Appropriate notification shall be given to organization members by the Executive Board.

Section V. Establishing a Quorum

- a. This PTO shall establish a quorum for the transaction of business in any meeting of this organization.
- b. Eight (8) members constitute a quorum. If this bylaw provision authorizes a quorum of less than one-third of the voting power, then the only matters that may be voted upon at any regular meeting actually attended by less than one-third of the voting power are matters the general nature of which was contained in the notice of the meeting.

Section VI. Voting Privileges and Policies

The privilege of making motions, debating, and voting shall be limited to the members of the organization who are present.

Article 8. Executive Board

Section I. Duties

The Executive Board:

- a. Will be made up of the officers elected as defined in Article 5, a teacher representative, the principal of the school or his/her designate, and up to four other executives appointed by those defined in Article 5, all of whom will be full voting members of the board.
- b. Shall transact necessary business between meetings of the organization and such other business as may be referred by the organization or by committees requiring or needing assistance.
- c. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees or contractors of the organization.
- d. May approve routine bills.
- e. May authorize the payment of other unbudgeted organization bills not to exceed a cumulative total of five hundred dollars (\$500.00) between meetings of the organization.
- f. Shall create standing and special committees as are deemed necessary to promote the purposes and to carry on the work of the organization.
- g. Fill all vacancies in office, should any officer be unable to complete his or her term;
- h. Shall present a report at meetings of the organization.
- i. Shall receive a financial report from the Treasurer at each meeting.
- j. Shall prepare the budget.

Section II. Powers

Subject to the provisions of the California Nonprofit Public Benefit Organization law and any limitations of the Articles of Incorporation and Bylaws, the activities and affairs of this

organization shall be conducted and all the corporate powers shall be exercised by or under the direction of the Executive Board.

The executive board is subject to the orders of the organization and none of its acts shall conflict with action taken by the organization.

Section III. Meetings

Regular meetings of the executive board shall be held during the year. Special meetings may be called by the President or by a majority of the Executive Board. Adequate notice of all meetings shall be given to all members of the Executive Board.

Section IV. Establishing a Quorum

This PTO shall establish a quorum for the transaction of business in any meeting of the Executive Board. Two-thirds of the members of the Executive Board shall constitute a quorum.

Section V. Voting Policies

Proxy voting and voting by telephone and e-mail communications shall be permitted.

Section VI. Non-Liability of Officers

The officers shall not be personally liable for the debts, liabilities, or other obligations of the organization.

Section VII. Indemnification by Organization Officers, Employees and Other Agents

The Friends of Farallone PTO or any past or current officer, employee or other agent will, to the extent permitted by governing law, indemnify and hold officer, employee or other agent harmless from any claims or liability except where such claim or liability arose due to the willful misconduct or gross negligence by the officer, employee or other agent.

Indemnification against expenses, judgments, fines, and settlements and other amounts reasonably incurred in connection with proceedings required to defend against a claim shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Organization law.

Article 9. Standing and Special Committees

Section I. Standing Committees

Section I. Committees

The Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or on the last school day. The President shall appoint the chairpersons of all Special Committees. Committee chairpersons shall be issued committee guidelines by the Executive Board. The chairperson of each committee shall recruit the members for his/her committee. The

chairperson shall report the plans and expenditures of the committee to the executive board, which must approve all reports.

Section III. Duties of Chairpersons

All chairpersons shall:

1. Perform duties as outlined;
2. Maintain all notes and information relevant to their position, including the annual report, to be passed on to their successors at the close of their service of office;
3. Upon the expiration of the term of office or in case of resignation or termination,
 - a) Deliver all appropriate records, including Event Records, to the President;
 - b) Return to the Treasurer, without delay, all funds belonging to the organization;
 - c) Compile an annual report, to be filed with the President.

Article 10. Execution of Instruments, Deposits, and Funds

Section I. Budget

The Executive Board shall present to the membership at the last regular General Membership Meeting of the year a budget of anticipated revenue and expenses for the following year. This budget shall be used to guide the activities of the Executive Board during the year. Any substantial deviation (over \$500) from the budget must be approved in advance by the membership.

Section II. Obligations

The Executive Board may authorize any members to enter into contracts or agreements for the purchase of materials or services on behalf of the PTO. The Executive Board and PTO shall not have

the authority to enter into such agreements on behalf of Farallone View Elementary School or Cabrillo Unified School District nor should they represent themselves as having such authority.

Section III. Loans

No loans shall be made by the organization to its officers or members.

Article 11. Fiscal Year

The fiscal year of the organization shall begin on the 1st of July and end on the 30th of June the following year.

Article 12. Parliamentary Procedure

Robert's Rules of Order Newly Revised shall govern this organization in all cases for which it is applicable and in which it is not inconsistent with these bylaws. A copy of the book shall be kept by the PTO.

Article 13. Amendments to the Bylaws

Section I.

Bylaws may be amended at any General Membership Meeting by a vote of two-thirds of the members present. Notice shall be given at least one (1) week prior to the meeting.

Section II.

These bylaws may be reviewed and revised by the Executive Board as necessary to meet changing conditions in the school and community and brought to a vote of the General Membership.