

# **Round Meadow Elementary School Parent Faculty Association Bylaws As Approved April 9, 2019**

## **ARTICLE I -- Name and General Purpose**

A. Name. The name of this organization shall be "Parent Faculty Club of Round Meadow School," and also known as "Round Meadow Elementary School Parent Faculty Association," hereinafter referred to as the "PFA."

B. Purpose. The PFA is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

C. IRC 501(c)(3). The PFA is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code in order to support the educational activities at Round Meadow Elementary School, a public school in the Las Virgenes Unified School District, Hidden Hills, California.

D. Politics/Endorsements. No substantial part of the activities of the PFA shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the PFA Board shall not participate or intervene in any political campaign (including the publishing or distribution of statements, or fundraising) on behalf of any candidate for public office. Neither the name of the PFA nor the names of its officers in their official PFA capacities shall be used in connection with a commercial concern nor with any partisan interest nor for any purpose other than the regular work of this PFA. Notwithstanding the foregoing, the PFA is empowered to make charitable contributions within the community to promote educational and human welfare, but the amount of any individual contribution in any fiscal year and the total of all such individual contributions cannot exceed an amount in aggregate that would impact the PFA's tax-exempt status.

E. Conflicts. No Executive Board officer or general member shall engage in any act or activity while representing the PFA which would tend to create an unfavorable impression or unfavorable publicity or in any way be contrary to the general interest of the PFA. PFA funds shall not be used to grant personal loans, and no member of the PFA, other than the President shall have the power to sign any contract, legally obligate the PFA, or incur any expense in the name of the PFA. In the event the President is incapacitated, the Vice President shall have this authority by default. The President can also assign this authority to the Vice President with written consent. Obligations will be consistent with the approved budget or executive board action.

## **ARTICLE II -- Objectives**

A. Fundraising. The PFA shall raise funds to provide educational programs, materials and beneficial services for the school.

B. Information. The PFA shall endeavor to further the educational welfare of students and maintain a line of communication between home and school. The PFA shall keep the membership informed of legislation pertinent to education and our school district and keep the membership informed about district related issues.

C. Activities. The PFA shall assist the school staff in youth activities.

### **ARTICLE III -- Membership**

A. Members. All parents and legal guardians of Round Meadow students and all Round Meadow Elementary School staff and faculty are the PFA's sole members, hereinafter referred to as "general members." All members are equal and their rights shall be equal, except where otherwise herein specified.

B. Dues. There shall be no dues for membership.

C. Each member shall have one vote, except where otherwise herein specified.

D. At least one Round Meadow Elementary School staff/or faculty representative should be present at every PFA membership meeting.

### **ARTICLE IV – Structure**

A. Board of Directors. The PFA is governed by the Board of Directors. The Board of Directors shall consist of the Executive Board, and in addition, four Chairpersons of Committees for the current year as determined by the Executive Board by the second PFA meeting of the school year. Each member of the Board of Directors shall each be entitled to vote. In the event the position is shared, the position has one vote. The current school Principal shall also be a non-voting member of the Board of Directors. The Board of Directors shall oversee the Executive Board to ensure that the PFA is operating pursuant to its Purpose (as defined in Article II above). Members of the Board of Directors shall not be entitled to any monetary compensation. The President of the Executive Board shall act as the Chairperson of the Board of Directors.

B. Executive Board. The PFA shall be led by a group of officers known as the "Executive Board." The officers on the Executive Board shall be President, Vice President, Treasurer, Assistant Treasurer, Secretary, Parliamentarian, Executive Room Parent Liaison, or other officers duly appointed by the Executive Board or elected. The positions of President and Treasurer shall be filled by persons with at least one year's experience with the PFA, if possible. The duties of the Executive Board are to transact business of the PFA, create and maintain standing rules and policies, create standing and temporary committees, prepare and submit a budget to the Members, approve routine bills, prepare reports and recommendations to the Members, and ensure compliance with these Bylaws. Members of the Executive Board shall not be entitled to receive any monetary compensation. The Executive Board shall meet from time to time as determined by the President. Only one parent/legal guardian of a student is eligible to hold a position on the Executive Board.

C. Voting. Every Executive Board Position shall have one vote. The Board shall act by majority

vote. A board member must recuse himself/herself from voting when there is a financial conflict of interest.

D. Sharing Executive Board Positions. No more than two people may share any one position. If two people share a position, each position will still have one vote. If the two people cannot come to agreement on the vote the position's vote must abstain. The two must work together and report to the Board as a unit. If an Executive Board Officer decides to share a position post-election, the Executive Board must approve by majority vote.

E. Committees. The Committee Chairperson positions should be filled from the general membership. Executive Board shall fill by appointment any vacancies in these positions during the term of office created by resignation or removal from office. Once PFA committee chairpersons are appointed, they shall report to the President and/or the Treasurer for a pre-planning meeting to establish goals and objectives for the respective committee. The President must approve all information to be disseminated by each committee. In the event of removal or resignation committee chairperson position is vacant, the committee chair shall submit all committee documentation to the President. Co-chairs can be utilized as needed.

F. Governing Documents. The Executive Board shall review PFA policies and revise operating rules and procedures for the PFA as needed, which shall be set forth in the PFA List of Roles and Responsibilities. Such rules and procedures may be more specific than these bylaws but may not conflict with them. In the event of a conflict, these bylaws shall supersede.

#### **ARTICLE V -- Term of Office and Fiscal Year**

A. Terms. Executive Board officers are elected for a two-year term, but may be re-elected for subsequent terms to their same or other positions by the membership. Each officer shall hold only one office a time. All positions shall be limited to two consecutive terms. After two consecutive terms (four years) on the Board, members may hold an office again after one year off the Board. Ideally, Executive Board officer elections should be staggered.

B. Timing. The term of office of all Executive Board officers, committee chairpersons, liaisons and representatives shall commence on the day after the last day of school, and end on the last day of school, except as provided in Article VII, subsection F. Any Board of Directors, committee chairpersons, liaisons and representatives appointed between July 1 and June 30 shall assume responsibility for their positions upon appointment.

C. Fiscal Year. The fiscal year shall commence on the first day of July and end on the last day of June.

#### **ARTICLE VI – Meetings, Quorum, E-Voting, Attendance, Telephone Attendance**

A. General Membership Meetings. The Executive Board shall hold meetings for the general membership monthly during the school year. Notice of the time, date, location, and agenda of the meeting shall be posted, mailed, or electronically transmitted at least 5 days before the meeting. The meetings shall include opportunities for members to request time on the agenda.

B. Special Membership Meetings. The Executive Board shall establish the time and place of special membership meetings. Special meetings may be called by the President, or any two members of the Executive Board, with electronic or other notice 48 hours prior to the meeting.

C. Executive Board Meetings. Regular Board Meetings shall be held as needed to be determined by the Board. Special Executive Board Meetings may be called by President or any two Board members, with 24 hours notice.

D. Board of Directors Meetings. The Board of Directors will meet one time per year and as needed. Meetings will be called by the President of the Executive Board with 7 days notice.

E. Executive Board Meeting Quorum. For meetings of the Executive Board, a quorum shall be met if a majority of the officer positions are present, i.e., if two people share one position, only one need be present for the position to count toward a quorum.

F. General Members Meeting Quorum. For meetings of the general membership, a quorum shall be 10 members of the organization including the Executive Board members.

G. Board of Directors Meeting Quorum. For meetings of the Board of Directors, a quorum shall be met if a majority of the officer positions are present, i.e., if two people share one position, only one need be present for the position to count toward a quorum.

H. Board Member Attendance. Board members must attend all properly convened meetings, as determined and ordered by the President. Board members failing to attend two (2) consecutive meetings or a total of three (3) meetings during the PFA year, as described in the bylaws, shall be subject to review and possible removal from the Board. For exceptions to this rule, excusal must be requested in advance from the President and/or Secretary.

I. Telephonic Attendance Allowed. The Board of Directors and/or Executive Board members may participate in any meeting through the use of conference telephone or similar communications equipment, as long as all meeting participants can hear one another.

J. Electronic Voting Allowed. Unless and until disallowed by California or federal law, the Board of Directors are expressly permitted to vote electronically. However, a quorum cannot be created by anyone e-voting.

K Proxy Voting Allowed. An absent member of the Board of Directors and Executive Board members may give a written proxy to another member, allowing that person to vote for him or her. The proxy may list the way the absent member wishes to vote, or may give the right to vote to the member holding the proxy. All proxies will be made part of the meeting minutes and be kept by the Secretary. A quorum cannot be formed by proxy.

## **ARTICLE VII – Elections, Installation**

A. General Election. Executive Board officers shall be elected by the Round Meadow PFA membership. Such election shall be held annually between March 1<sup>st</sup> and April 30<sup>th</sup>. The candidate with the most votes for a given position shall be elected to that position. Election of the Executive Board shall occur prior to appointment of Committee Chairs.

B. Eligibility. Only parents and legal guardians of Round Meadow students may run for election. A person may run for only one office during any given election.

C. Nominations and Elections. All parent and legal guardians are welcome to submit nominations for the four executive board positions within one month of the board election meeting. Election voting is permitted for Executive Board elections by the general membership.

D. Election Committee Responsibility. The election shall be conducted by an Election Committee, comprised of the following: Parliamentarian as Chairperson, two parents who are not Executive Board officers, and one staff member. If the Parliamentarian is running for office, a current Executive Board officer who is not running for office shall serve on the Election Committee, as appointed by the Executive Board. If there is no such Executive Board officer, the Election Committee is reduced by one member and the Election Committee will select one of its members to serve as chairperson. The members of the Election Committee shall be approved by a majority vote of the Executive Board in February.

E. Committee Duties. The Election Committee shall: (1) publicize Executive Board positions, define job responsibilities, and request nominations from the general members by posting printed materials, or electronic materials in February; (2) seek potential candidates and confirm the interest of candidates; (3) prepare a ballot with instructions for voting and distribute through printed or electronic materials no later than April of each year; (4) verify the returned ballots and count the votes; (5) notify the officers of their election and electronically publish a list of the new Executive Board for the general membership.

F. Confirmation. The newly-elected Executive Board will be confirmed immediately following the election. The term of office shall commence on the first day after the last day of school and end on the last day of school. However the newly-elected Executive Board may meet any time following the election, ratify the PFA budget for the succeeding school year, engage in contracts and business decisions for the following school year, appoint unfilled committee chairpersons, liaisons and representatives for the succeeding school year, commence its own mentoring and goal setting, and make such other decisions which impact the succeeding school year. The newly-elected Executive Board will be immediately added to the insurance coverage upon confirmation.

G. Budget. The Executive Board shall draft and publish the PFA budget for the succeeding school year no later than the second to last PFA meeting of the current school year. The budget shall be voted upon by the Members at the last PFA meeting of the current school year. In the event the budget does not pass by a majority of a quorum of the Members, the budget of the current school year shall be the same as for the succeeding school year, unless the Members approve a different budget.

#### **ARTICLE VIII – General Duties of the Executive Board Officers and Committees**

A. President. The President must have already served one year as a Committee chair before becoming President, The President serves as the Chief Executive Officer of the PFA, with

authority for general supervision, direction and control of the business, officers, committee chairpersons, liaisons and representatives of the PFA. The President is an ex-officio member of all PFA committees, unless otherwise specified. The President is an authorized signatory on PFA checks drawn on PFA accounts. The President reviews and approves contracts and any agreement that obligates the PFA.

B Vice President. The Vice President shall assist the President in all duties and perform those duties in the event of the President's absence, incapacity or failure to act. The Vice President shall succeed the President in the event of the President's resignation or removal from office until such time as the Executive Board appoints a candidate to fill the vacancy left by the President's resignation or removal. The Vice President can be an authorized signatory on PFA checks drawn on PFA accounts.

C. Treasurer. The Treasurer shall serve as treasurer for all PFA committees, activities, projects, and events; prepare all budget statements; the Treasurer shall not be an authorized signatory, receive, deposit or otherwise handle any incoming PFA funds. The Treasurer shall dispense all funds as directed by the President, according to the approved PFA budget, by a majority vote of the Executive Board and/or these bylaws. Treasurer will ensure that two authorized signatures are on each check and two authorized signatories have approved electronic transfers/disbursements.

D. Assistant Treasurer. The Assistant Treasurer shall deposit all monies from PFA activities to the appropriate PFA bank accounts and provide original receipts for such deposits to the Treasurer; the Assistant Treasurer shall handle all credit card transactions and provide original receipts for all such transactions to the Treasurer; assist the Treasurer with financial reports, as necessary.

E. Secretary. The Secretary shall record, keep and publish the official minutes of all PFA and Executive Board meetings; sort and distribute all PFA mail; conduct all correspondence as requested by the President and maintain all PFA correspondence files; and maintain all PFA non-financial files and records. The Secretary is an authorized signatory on PFA checks drawn on PFA accounts

F. Parliamentarian. The Parliamentarian ideally shall have served as a member of the preceding Executive Board. The Parliamentarian shall assist the Board in all ways needed and fulfill the duties listed in these bylaws regarding elections. Shall serve as chair of the Bylaws Committee. The Parliamentarian shall ensure that all meetings are governed by a basic set of Robert's Rules of Order as set forth in the PFA List of Roles and Responsibilities. The Parliamentarian shall also mentor newer Executive Board members.

G. Executive Room Parent Liaison. The Exec Room Parent Liaison shall coordinate the selection of room parents for each classroom with review by the Principal; responsible for duties as set forth in the PFA List of Roles and Responsibilities.

## **ARTICLE IX -- Decision-Making and Authority**

A. Parents/Guardians. All parents and legal guardians shall: (1) have a reasonable opportunity to

review and give input on the annual PFA budget for the succeeding school year and have a chance to approve the budget in its final form by a majority vote; (2) have the right to review and approve any expenditure that cannot be reasonably associated with a line item already set forth in the approved PFA budget; and (3) have the right to review and approve any additional expenditure within an approved line item which will exceed or reduce the set budget by \$5,000.00 or more or by 25% or more, whichever is lower.

B. Executive Board. The Executive Board shall: (1) have the ultimate authority to approve an activity, project or event and corresponding budget when that activity, project or event is new or significantly different from the preceding year; and (2) have sole authority for decision-making not addressed within these bylaws, and will provide notice to the general membership about the decision-making in a timely manner.

C. President. The President has the authority to approve and/or spend up to \$2,000.00. The Executive Board must be informed of expenditures over \$500.00 within 72 hours of amount and reason for the expenditure.

#### **ARTICLE X -- Resignation and Removal from Office**

A. Resignation--Officers. An Executive Board officer may resign from office if the resignation is presented in writing and personally delivered to the President. The President must immediately advise the Executive Board of the resignation. In the event the President chooses to resign, the President must deliver the written resignation to the Vice President who will immediately advise the Executive Board. In the event of resignation prior to the termination of the Treasurer's term of office, the Treasurer must prepare or assist the co-Treasurer in preparing a final financial report before the resignation may be considered. In the case of mid-school year resignations of a board officer, a replacement shall be appointed by the Executive Board for the remainder of the school year, and the position will be filled at the next general election for a new term. In the case of end of school year resignation and inability of the officer to complete the second year of the term, the vacancy shall be filled at the general election for a new term.

B. Resignation--Committee Chairpersons. A committee chairperson, liaison or representative may resign from office if the resignation is presented in writing and personally delivered to the President along with all records, books, PFA money and other materials pertaining to the committee, activity, project or event. The President will notify the Executive Board.

C. Removal. Any Executive Board officer, committee chairperson, liaison or representative may be removed from office when the Executive Board determines by a two-thirds vote at an open general membership meeting, with at least 14 days notice to the person to be removed, that one or more of the following grounds for removal exists: (1) The person fails to fulfill the published responsibilities of the position; (2) The person significantly interferes with the operation of the Executive Board or the PFA; (3) The person knowingly violates one or more PFA bylaws in a significant manner.

## **ARTICLE XI -- PFA Bank Accounts**

A. FDIC Accounts. All monies of the PFA shall be deposited by the Assistant Treasurer or designee(s) in one or more federally insured banks or savings and loans approved by the Executive Board. No account of the PFA shall exceed FDIC limits. The authorized signatories of the account(s) shall be the President, Secretary, and additional Executive Board officers as need, on a joint account basis. The Treasurer and Assistant Treasurer may not be authorized signatories on account(s). Any two of the authorized signatures shall be required to validate checks drawn on the account(s). The account(s) shall be carried in the name of Round Meadow Elementary School Parent Faculty Association or Parent Faculty Club of Round Meadow School. Disbursements shall be made in accordance with these bylaws and the PFA List of Roles and Responsibilities.

B. Statements and Reconciliations. Bank statements must be received and opened by the President or Vice President, and Bank Reconciliations must be approved monthly by the President and Vice President.

## **ARTICLE XII – Audits**

A. Internal Audit Committee. The Executive Board shall appoint an Internal Audit Committee composed of at least two members at large to perform an annual audit of the PFA funds. The Internal Audit Committee shall complete the audit between June and August, with a report to the general membership meeting in October.

B. External Audit. The Executive Board is encouraged to contract with an auditor to conduct an external audit every three years.

## **ARTICLE XIII -- Amendments and Revisions**

These bylaws may be amended or revised by a two-thirds vote of PFA members attending a properly convened meeting, after posting or electronic transmission to the general membership, at least 10 days before the meeting.

## **ARTICLE XIV -- Dissolution**

The property of the PFA is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, its assets remaining after payment of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.