

BY-LAWS
ALLEN ELEMENTARY SCHOOL PARENTS-TEACHERS CLUB (PTC)

ARTICLE I

Name

The name of this corporation is: **ALLEN ELEMENTARY SCHOOL PARENTS-TEACHERS CLUB, INC.** (The corporation's name may be abbreviated to read "Allen Elementary School PTC," and the Secretary or any other officer of the entity is automatically authorized (but not obliged) to record with the San Diego County Clerk a fictitious business name ("dba") filing, and to maintain such dba listing indefinitely, which duly reflects the aforesaid abbreviated name.) The Executive Board (which is the governing board of the organization described and defined herein below) shall have automatic authority to revise this provision of the Bylaws to duly reflect the accurate, official name of the organization as specified in the current Articles of Incorporation, as such may be amended from time to time, or to also duly reflect any dba duly approved by 2/3 vote of the general membership, and where such dba is thereupon duly effected by fictitious name filing recorded, by any officer of this organization, with San Diego County Clerk's office.

ARTICLE II

Purpose and Limitations

The Allen Elementary School Parent Teacher Club is a non-profit corporation organized to promote the growth of a strong, all-inclusive school-wide community to support the educational programs for Allen Elementary School students.

These Bylaws, and any one or more provisions hereof, shall be void to the extent they are inconsistent with applicable law, including California's Nonprofit Public Benefit Corporation Law (the "Law") or any successor act or law, or the organization's Articles of Incorporation.

Section 1. This corporation is organized and operated exclusively for **educational** purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3. The property of this corporation is irrevocably dedicated to **educational** purposes and no part of the net income or assets of this corporation 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 corporation, its assets

remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **educational** purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Fiscal Year

The fiscal year shall be from July 1 through June 30.

ARTICLE IV

Membership

Membership shall consist of the staff and parents/guardians of the children in attendance at Allen Elementary School.

ARTICLE V

Officers

Officers of the corporation shall be president, vice president, recording secretary, corresponding secretary, treasurer and assistant treasurer, and parliamentarian. These officers shall be elected annually with the exception of the parliamentarian, who shall be appointed by the president, subject to the approval of the Executive Board. Voting by proxy is prohibited.

Officers shall serve for a term of one year or until their successor are elected. No officer shall be eligible for the same office for more than two consecutive terms or hold more than one elected office. Officers shall assume their duties on July 1. A person who served in an office for more than six months of a full term shall be deemed to have served in such office.

ARTICLE VI

EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the elected officers, the school principal, and one representative of the faculty. All shall be voting members except for the parliamentarian. Voting by proxy is prohibited.

Section 2 The powers of the Executive Board shall be as follows:

A. Transact necessary business between meetings of the corporation.

- B. Authorize the payment of corporation expenditures within the limits of the budget adopted by the corporation. Such expenditures shall be summarized and reported at the next general membership meeting and must be recorded in the corporation's minutes.
- C. Create committees as deemed necessary to promote the purpose to carry on the work of the corporation.
- D. Fill, by appointment, any vacancies on the Executive Board.
- E. The Executive Board may secure an independent auditor and produce an annual audit or other audit, as it may deem necessary, in addition to the Treasurer's financial reports and annual report required and specified elsewhere herein, and the Board shall require any such audit and/or secure an independent auditor to conduct an independent review or audit to the extent applicable law should so require.
- F. Shall procure liability insurance for the corporation.
- G. The Executive Board may make any policies, rules and regulations to ensure the smooth operation of the corporation, as the Board may deem necessary or advisable. The creation or amendment of any such policies, rules and regulations shall be available for all general members to review, together with the Articles and Bylaws, at the School's or organization's main administrative offices/headquarters. The creation or amendment of any such policies, rules and regulations shall require a 2/3 vote of the Executive Board. These policies may not contradict Robert's Rules of Order, the organization's Bylaws or Articles of Incorporation, or applicable law. Any such policy, rule or regulation shall be suspended subject to revocation by 2/3 vote of the board or subject to approval or rejection by the General Membership (notice, meeting and voting of General Membership specified elsewhere herein these Bylaws), should the Board receive petition signed by at least five (5) members of the organization objecting to, or otherwise seeking revision or revocation of, any such policy, rule or regulation.

Section 3. The Executive Board shall have a minimum of five meetings during the fiscal year. The president upon 48 hours' notice to the Executive Board may call additional meetings. A meeting schedule must be established at the first meeting of the fiscal year.

Section 4. The Executive Board shall appoint chairpersons of committees as deemed necessary to execute the purposes of the corporation as stated in Article II.

Section 5. The Executive Board members may, by majority vote, select resource personnel as necessary to assist them in the execution of that office.

Section 6. It shall be the responsibility of every officer to attend Executive Board meetings. The office held by any Board member missing three consecutive regularly scheduled Executive Board meeting shall be considered vacated. If a member of the Executive Board fails to execute his/her duty, the Executive Board may choose to replace this member.

Section 7. A simple majority of the Executive Board members shall constitute a quorum for the transaction of Executive Board business.

Section 8. All books and records pertaining to the PTC shall be maintained at the corporation's principal place of business: 4300 Allen School Lane, Bonita, CA 91902.

ARTICLE VII

Duties and Limitations of Officers

Section 1. No Compensation for Officers.

Officers of the board shall serve without any compensation or reimbursement of expenses for expenses incurred in attending a board meeting or other activity of the organization. (The board may reimburse any officer, director or member of the organization for reasonable expenses incurred for authorized purchases of items, etc., made on behalf of the organization.)

Section 2. Officers' Duty of Care.

An officer shall perform the duties of a director, including duties as a member of any committee of the board upon which the officer may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- One or more officers or employees of this corporation whom the director believes to be reliable and competent in the matters presented;

- Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

- A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 3. Officers' Duty of Loyalty and Prohibitions against Self-Dealing and Undue Conflicts of Interest.

Transactions involving self-dealing and self-interest of any board member or officer of this organization shall be prohibited to the extent prohibited by law, and proper voting protocols (sufficient notice and detailed disclosure of transaction required, and interested person must abstain and be excluded from deliberation and voting of the board) shall be observed to the extent any conflict otherwise may be present in a board-contemplated transaction or action that may nonetheless be lawful if such protocols are observed. (See Section 5233 of the Law and related law, including Article 2 and Article 3 (Standards of Conduct, Sections 5230-5239, et seq.) .)

In order to assure compliance with the aforesaid prohibitions and provisions of applicable law, the board shall be careful to attempt in good faith and with due diligence to discern whether any proposed or contemplated action or transaction constitutes or involves a "self-dealing transaction," as such transaction is defined in the Law, including per Section 5233 of the Law or any successor section(s) or provision(s) thereto. Specifically:

- Where the board reasonably determines or believes that such a "self-dealing transaction" is or may be or should be placed before its attention, it shall authorize, approve or otherwise act on the transaction in accord with the standards and procedures applicable to such matters as may be provided in Section 5233 of the Law or any successor section(s) or provision(s) thereto.
- The Secretary shall attach hereto a photocopy of Section 5233 and other provisions of the Law as may be helpful, including Appendix A to Instructions for Form 1023 (Appendix A: Sample Conflict of Interest Policy) (IRS Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, Rev. June 2006).
- Each new member of the board of directors shall be provided a copy of Section 5233 of the Law (or its successor provision(s)) and the said Appendix A to Instructions Form 1023 and, within the first 45 days of tenure in office the new member shall return a signed writing to the Recording Secretary of the organization expressly confirming the new member has read and reviewed the aforesaid section of Law and Appendix A, including carefully read the Articles of Incorporation as amended, and the Bylaws, as amended. This statement shall also confirm the new member shall abide by such items, including acknowledgment that the Appendix A item is deemed a minimum set of guidelines for conforming to the Law and the prohibitions generally that are addressed in these Sections of the Bylaws.

Section 4. It shall be the duty of all officers to attend all Executive Board meetings and all general membership meetings. All officers shall maintain notebooks containing records and written reports of the duties and activities. These notebooks shall be passed on to their successors in June.

Section 5. The PRESIDENT shall:

- A. Coordinate the work of officers and committees of the corporation.
- B. Preside at all meetings of the corporation and the Executive Board.
- C. Be an *ex-officio* member of all committees except the nominating committee.
- D. Be an *ex-officio* member of the School Site Council.
- E. Appoint the parliamentarian, the chairpersons and members of committees, subject to approval of the Executive Board.
- F. Perform such other duties as prescribed in these by-laws or assigned by the corporation.
- G. Sign contracts and documents on behalf of the corporation with Executive Board approval or appoint a representative to do so.
- H. Post in the school office the general membership meeting agenda 48 hours prior to general membership meetings.
- I. Appoint and coordinate all committee chairs and serve as a direct liaison between the committee chairs and the Executive Board.

Section 6. The VICE PRESIDENT shall:

- A. Act as aide to the president and shall, *in their designated order*, perform the duties of the president in the absence or disability of that officer.
- B. Perform such other duties as may be prescribed in these by-laws.
- C. Coordinate and plan all PTC general meeting programs.

Section 7. The RECORDING SECRETARY shall:

- A. Keep an accurate record of the proceedings of all meetings of the corporation and the Executive Board in a bound book, which is the legal record of the PTC.
- B. Be prepared to refer to minutes of previous meetings.
- C. Prepare a list of all unfinished business for the use of the president.
- D. record the minutes of all proceedings of the OTC and present to the members of the Executive Board 48 hours before the next Executive Board meeting.
- E. Record all expenditures in the minutes.
- F. Keep a current copy of the by-laws standing rules and policies.
- G. Perform such other duties as may be delegated to the secretary.
- H. Provide a copy of Section 5233 of the Law to each Board Member as outlined in Article VII, Section 3.

- Section 8. The CORRESPONDING SECRETARY shall:
- A. Conduct all necessary correspondence of the association upon authorization of the president, Executive Board or corporation.
 - B. Notify chairpersons of their appointments.
 - C. Send out notices of all general membership meetings and Executive Board meetings.
 - D. Prepare and distribute a PTC newsletter for distribution to the general membership at least twice a year.
- Section 9. The TREASURER shall:
- A. Chair the Budget Committee and present the annual budget to the Executive Board for approval.
 - B. Receive all funds belonging to the corporation and make deposits in the bank designated by the executive Board.
 - C. Disburse such funds under the direction of the Executive Board.
 - D. Secure two signatures on all checks. Any two of the following are authorized to sign: The president, the treasurer, the principal, and/or the vice president. The authorized signers shall not be related by blood or marriage or reside in the same household.
 - E. Maintain records of all financial transactions and submit a written detailed monthly financial report to the Executive Board and monthly summary to the general membership.
 - F. Be responsible for filing annual State and Federal tax returns when due.
 - G. Make a full annual report at the end of the fiscal year and prepare and provide the books and records for an annual audit.
- Section 10. The ASSISTANT TREASURER shall:
- A. Assist the Treasurer.
 - B. Serve on the Budget Committee.
- Section 11. The PARLIAMENTARIAN shall:
- A. Attend all meetings of the corporation and of the Executive Board and give necessary advice in parliamentary procedure when requested.
 - B. Call the first meeting of the nominating committee, conduct election of chairperson and give instructions in procedure, and may be contacted for additional information, if needed, and shall attend meetings of the nominating committee only if elected to serve as a member of the committee.
 - C. Chair the By-laws Committee and review by-laws and standing rules annually.

ARTICLE VIII

Duties of Standing Committee Chairpersons

It shall be the duty of all committee chairpersons to attend all general membership meetings . Chairpersons may be required to attend Executive Board meetings, which pertain to their area of service. All committee chairpersons shall maintain notebooks containing records and written reports of the duties and activities. These notebooks shall be passed on the successors in June.

Section 1. The ROOM PARENT CHAIRPERSON shall assign a room representative and an assistant for each classroom. The room representative shall work closely with the classroom teacher to maintain an active spirit of cooperation and communication between the classroom and the home.

Section 2. The sixth grade parents with Board approval shall select the SIXTH GRADE ACTIVITIES COMMITTEE CHAIRPERSON. The Chairperson is responsible for coordinating fundraising events. The Chairpersons will submit a budget proposal and selected fundraising activities to the Board for approval. Sixth grade students shall select sixth grade activities with approval of the principal. Excess funds at the end of the fiscal year shall go to the general fund to be used for the benefit of all Allen Elementary School students.

Section 3. The WAYS AND MEANS CHAIRPERSON shall be responsible for the major fund raising events of the year and assist committee chairperson in planning individual events.

Section 4: The HOSPITALITY CHAIRPERSON shall coordinate decorations and refreshments at PTC sponsored events such as opening school activities, staff appreciation events, and general membership meetings.

Section 5. The PARENT PATROL CHAIRPERSON shall coordinate all matters pertaining to student safety. Specific emphasis shall be placed on the flow of traffic in the vicinity of the school campus. In addition, the chairperson shall be responsible for organizing and scheduling parent volunteers for the Parent Patrol program.

ARTICLE IX

NOMINATIONS AND ELECTIONS

Section 1. An Election Committee shall be elected at the March general membership meeting. This committee shall consist of five members: the school principal, a faculty representative selected by staff, and three parent members elected by

2/3 vote of the general membership. Nominating Committee members are not eligible for consideration for positions on the Executive Board. The committee shall serve until the completion of the election process. No member, with the exception of the principal, shall serve on the Nominating Committee for more than two consecutive years. The committee shall elect its chairperson.

Section 2. Nomination forms for the Executive Board positions will be sent to all members of the PTC on or before April 1. Members may nominate themselves or any other PTC member. Those nominated by others will be contacted by the Election Committee and given the opportunity to accept or decline the nomination.

Section 3 One week prior to the April meeting, the Election Committee will distribute the ballot to all members of the PTC. At the April general membership meeting, additional nominations may be made from the floor. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for office. The final ballot shall include all candidates and shall be distributed to the general membership one week prior to the May election meeting.

Section 4. Elections shall be held by ballot at the election meeting in May. If there is but one nominee for any office, the ballot for that office may be dispensed with and the election held by acclamation.

Section 5. The candidates with the most votes will be declared the winners. In case of a tie, a run-off election will be held.

Section 6. For the election of officers, absentee ballots will be made available through the school office. Absentee ballots will be available two school days prior to the election. Absentee voting will take place in the school office and be completed by the close of school on Election Day.

Section 7. The Election Committee immediately following the election will count ballots. All candidates will be informed of election results prior to notification of the general membership. The election results will be distributed to the general membership within one week of the election.

ARTICLE X

New Officers

The president-elect 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 XI

Meetings

General meetings are held to provide the membership with educational programs, fundraising, opportunities, and special events and to conduct business. All such business shall be conducted in accordance with Chula Vista Elementary School District Board policies and administrative regulations.

ARTICLE XII

Liability of Members

Section 1. No member of this corporation shall be personally or otherwise liable for any of the debts, liabilities and obligations of the corporation unless intentionally illegal or fraudulent action is determined.

Section 2. The corporation shall maintain liability insurance.

ARTICLE XIII

Funds

Section 1. All fundraising activities shall be subject to the approval of the Allen Elementary School principal.

Section 2. All funds belonging to the PTC shall be expended only for purposes approved by the Executive Board.

Section 3. Any member of the PTC may make a request for expenditure of funds. This request must be submitted to the Executive Board prior to the scheduled Executive Board meeting. The request will be decided upon at the next Executive Board meeting unless further input is required, at which time the decision may be deferred to the next Executive Board meeting. If the request is rejected, the person making the request will be notified by the Executive Board and given to the Board's rationale for the rejection.

Section 4. The PTC may accept gifts, legacies, donation, and contributions in any form or amount upon such terms and conditions approved by the Executive Board.

ARTICLE XIV

Amendments

Section 1. Recommendations from the By-laws Revision Committee must be presented to the Executive Board for review and approval prior to distribution to the general membership. By-law revisions recommended by the Executive Board must be distributed to the membership at least 30 days prior to the general membership meeting and requires 2/3 vote of those present.

Section 2. The membership shall by a 2/3 vote adopt amended by-laws at any general membership meeting, provided notice has been given at the previous meeting or 30 days' written notice has been given to the general membership.

ARTICLE XV

Rules of Order

Robert's Rules of Order shall govern this corporation in all cases in which they are not inconsistent with these Bylaws, the organization's Articles of Incorporation, or the Law. A copy of these by-laws shall be on file at Allen Elementary School at all times.

Revised 5/24/2007