

AMENDED BYLAWS OF
IVEY RANCH PARENT/TEACHER ORGANIZATION
A CALIFORNIA PUBLIC BENEFIT ORGANIZATION

RECITALS

WHEREAS the Ivey Ranch PTO adopted Bylaws in or about August of 1995; and

WHEREAS the Ivey Ranch PTO hereby replaces in its entirety all previously adopted Bylaws, whether known or unknown, with these Amended Bylaws.

Article I – Name and Offices

The name of the organization shall be the Ivey Ranch Elementary Parent/Teacher Organization (PTO). The principal office of the corporation for the transaction of its business is the city of Oceanside, California.

Article II – Purpose

The corporation is organized for the purpose of promoting the welfare of children in the home, school and community so parents, teachers and community leaders may cooperate intelligently in the education of children and secure the highest advantages in physical, mental and social education for the children of Ivey Ranch Elementary school.

Article III – Non Profit Status

This organization shall be noncommercial, nonsectarian and nonpartisan. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote commercial concern or used in connection with any partisan interest or for any purpose not appropriately related to the purpose of the organization. The organization shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote activities to influence legislation.

Article IV – Members

Section 1. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher or staff member employed at the school may be a member and have voting rights. Membership must be renewed each fiscal year.

Section 2. Dues 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 meeting to be considered a member in good standing with voting rights.

Article V – Officers and Elections

Section 1. Officers. The officers shall be a president, vice president of fundraising, vice president of family events, vice president of educational services, treasurer and secretary.

a. President. The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. Vice President of Fundraising. The vice president of fundraising shall work with the president to establish fundraising goals based on PTO requests and potential fundraising programs and establish fundraising event committees.

c. Vice President of Family Events. The vice president of family events shall work with the president to plan family events to promote parent involvement in our school community.

d. Vice President of Educational Services. The vice president of educational services shall work with the president to establish classroom delegates, act as a liaison with the teachers and staff of the school, and establish programs to promote school spirit.

e. Treasurer. The treasurer shall work with the president to establish an annual budget, keep permanent books of accounts and records, retrieval all funds of the organization, keep an accurate record of receipts and expenditures and pay out funds in accordance with the approval of the executive board. He/she will present a financial statement at every meeting and other times when requested by the executive board and make a full report at the end of the year. The treasurer shall also be responsible for completing and forwarding all necessary forms for insurance, filing tax returns and other forms required by government agencies, as well as maintain copies of Internal Revenue Service statement of exemption pursuant to Internal Revenue Code Section 501(c)(3).

f. Secretary. The secretary shall keep all records of the organization, take and record minutes, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. The secretary also distributes messages to Board members from the telephonic “Hotline” as necessary.

Section 2. Nominations and Elections. Elections will be held at the second to last meeting of the school year. The membership shall nominate candidates for each office. At the last meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the last meeting.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of president, the treasurer will become the president. At the next regularly scheduled meeting, a new treasurer will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article VI – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be at least month, times and days shall be determined each year by the executive board.

Section 2. Special Meetings. Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and phone calls.

Section 3. Quorum. Five present members of the PTO officers, with a simple majority of votes, shall constitute a quorum for the transaction of business in any meeting of this organization.

Article VII – Executive Board

Section 1. Membership. The Executive Board shall consist of the elected officers.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

a. Standing Rule. Only PTO Board Members may solicit donations from individuals, businesses, and/or organizations. All donations received must be recorded and submitted to the PTO President with date received, business/organization name, amount/type of donation, and name of persons receiving donation.

Section 3. Meetings. Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board. Special meetings may be called by any two board members, with 24 hours notice.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VIII – Committees

Section 1. Membership. Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Fundraising, Family Events, Community Liaison, and Gardening Committee.

a. Standing Rule. Only PTO Board Members may solicit donations from individuals, businesses, and/or organizations. All donations received must be recorded and submitted to the PTO President with date received, business/organization name, amount/type of donation, and name of persons receiving donation.

Section 3. Additional Committees. The board may appoint additional committees as needed.

Article IX – Finances

Section 1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The board shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on all checks. Authorized signers shall be the president, treasurer, and secretary.

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Executive Board.

Section 6. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 7. The fiscal year shall begin on August 1 and end on July 31 of the following year.

Article X – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

Article XI – Standing Rules

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

Article XII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XIII – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary.

Notice may be given by postal mail, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIV – Conflict of Interest Policy

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

WRITTEN CONSENT OF OFFICERS ADOPTING AMENDED BYLAWS

We, the undersigned, are all of the persons elected as the Executive Board of the Ivey Ranch Parent/Teacher Organization, a California nonprofit corporation, and, pursuant to the authority granted to the Executive Board by the existing Bylaws and these Amended Bylaws, consent to and hereby do, adopt the foregoing Amended Bylaws, consisting of seven (7) pages, as the Amended Bylaws of this corporation.

Dated: _____

Kim Moore

Michelle Spiegl

Michele Hoyo

Hazel Brillo

Elisa Whitenack

Tammy Culp

Regina Peterson

Diane Weintre

