

**Bylaws of Ingrid B. Lacy Middle School
Parent Teacher Organization
August 1, 2018 through July 31, 2019**

ARTICLE 1: NAME, PURPOSE, LOCATION

SECTION 1. NAME

The name of this organization shall Ingrid B. Lacy Middle School Parent Teacher Organization (hereinafter "IBL Middle School PTO" or "PTO").

SECTION 2. PURPOSE/MISSION

The mission of IBL Middle School PTO is to support and enrich the educational programs of Ingrid B. Lacy Middle School (hereinafter "IBL Middle School" or "School") in Pacifica, California.

SECTION 3. PRINCIPAL OFFICE

The principal office of the PTO for the transaction of its business is located at 1427 Palmetto Avenue, Pacifica, San Mateo County, California.

SECTION 4. CHANGE OF ADDRESS

The county of the PTO's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

ARTICLE 2: BOARD OF DIRECTORS

SECTION 1. NUMBER

The PTO shall have at least five (5) and no more than fifteen (15) directors and collectively they shall be known as the Board of Directors (or "Board"). The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. The current Board is made up of twelve (12) board members.

SECTION 2. SCHOOL REPRESENTATIVES

(a) **Principal's Role:** The School's principal may attend all meetings of the Board of Directors, participate in all discussions, and serve as a nonvoting advisor to the Board.

(b) **Teacher Representative:** A member of the School's teaching faculty may serve on the Board of Directors, with full voting rights. A second teacher may serve as an alternate; however, the teacher representative position shall only have one vote on any matter presented to the Board and shall only be counted as one director for purposes of determining a quorum. The principal shall select the teacher representative and alternate.

SECTION 3. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the articles of association of this organization, or by these bylaws;

(b) 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 of the organization;

(c) Supervise all officers, agents, and employees of the organization to assure that their duties are performed properly;

(d) Meet at such times and places as required by these bylaws;

(e) Attend at least one half (50%) of the regular meetings of the Board of Directors scheduled each year;

(f) Register their addresses with the secretary of the organization and notices of meetings mailed or emailed to them at such addresses shall be valid notice thereof.

SECTION 4. QUALIFICATION AND TERM OF OFFICE

A person, at least twenty-one (21) years of age, can serve on the Board of Directors. A member on the Board should have, but it's not necessary, a current IBL Middle School student or a student who intends to enter the School in the upcoming school year. A person on the Board should have some friend or family relationship with IBL Middle School

Directors shall be approved by the members of the IBL Middle School PTO as set forth in Article 14, below.

A director's term of office shall be for one school year, from August 1, 2018 through July 31, 2019.

SECTION 5. COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the organization in any capacity unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this organization's conflict of interest policy, as set forth in **Appendix A** to these bylaws.

SECTION 6. PLACE OF MEETINGS

Meetings of the Board shall be held at the PTO's principal office, which is 1427 Palmetto Avenue, Pacifica, CA 94044. Unless otherwise provided by the Board or at such place, which has been designated from time to time by resolution of the Board. In the absence of such designation, any meeting not held at the principal office shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the PTO secretary or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Any meeting of the Board, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the organization; and
- c) The organization adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the organization or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the Board are taken and cast only by directors and not by persons who are not directors.

SECTION 7. REGULAR AND ANNUAL MEETINGS

The Board of Directors shall meet at least ten (10) times per year. These regular meetings of the Board of Directors shall be held on the following days: 8/8/18, 9/20/18, 10/18/18, 11/15/18, 12/13/18, 1/17/19, 2/13/19, 3/21/19, 4/25/19 and 5/15/19 at 6:30 p.m.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting, and in the absence of such designation, at the PTO's principal office.

SECTION 9. NOTICE OF MEETINGS AND CONTENTS OF NOTICE

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or at least forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery.

Such notices shall be addressed to each director at his or her address as shown on the books of the organization. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

In the case of a regular meeting of the Board or Directors, the PTO secretary shall post a draft agenda on the PTO website and email each director and officer a copy of this agenda at least four (4) days prior to each meeting.

SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as defined below, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 11. QUORUM FOR MEETINGS

A quorum for a meeting of the Board of Directors shall consist of 51% of the current directors. Except as otherwise provided in these bylaws or in the articles of association of this organization, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of association or bylaws of this organization.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of

association or bylaws of this organization, or provisions of the California Corporations Code, require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the president or, in his or her absence, by the vice president or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Robert's Rules of Order shall govern meetings, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of association of this organization, or with provisions of law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Corporations Code.

If the organization has any members, then, if the organization has fewer than fifty (50) members, directors may be removed without cause by a majority of all members.

Any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director.

If this organization has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this organization may appoint a director at any time to fill any vacancy not filled by the directors.

A person selected to fill a vacancy as provided by this Section shall hold office until the upcoming July 31, 2019 or until his or her death, resignation, or removal from office.

SECTION 15. INSURANCE FOR AGENTS OF THE ORGANIZATION

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a director, officer, employee, or other agent of the organization) against any liability other than for violating provisions of

law relating to self-dealing (Section 5233 of the California Corporations Code) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Corporations Code.

ARTICLE 4: OFFICERS

SECTION 1. NUMBER OF OFFICERS

The executive officers of the organization shall be a president, a vice-president, a secretary, and a chief financial officer who shall be designated the treasurer. These four (4) positions shall be known as the Executive Committee. The Board may appoint other officers it deems necessary. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve as the president.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

A person for an officer position shall have a family or friend relationship with IBL Middle School student or a student who intends to enter the School in the upcoming school year.

Officers shall be selected by the members of the IBL Middle School PTO as set forth in Article 14, below.

A director's term of office shall be for one year, from August 1, 2018 through July 31, 2019. There is no mandatory term limited on how many one (1) year terms a director may serve.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Currently there are four (4) subordinate offices, Volunteer Coordinator, Fundraising Coordinator, Communications and Parent Council Representative.

SECTION 4. REMOVAL AND RESIGNATION

The Board of Directors may declare vacant the position of an officer who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Corporations Code.

If this organization has any members, then, if the organization has fewer than fifty (50) members, officers may be removed without cause by a majority of all members.

Any officers may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

A vacant officer position may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting

held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director.

If this organization has members, however, vacancies created by the removal of an officer may be filled only by the approval of the members. The members, if any, of this organization may select an officer at any time to fill any vacancy not filled by the directors.

In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

A person elected to fill a vacancy as provided by this Section shall hold office until the upcoming July 31, 2019 or until his or her death, resignation, or removal from office.

SECTION 5. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of association of this organization, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.

The President shall convene regular meetings of the Board and shall preside, or arrange for other members of the Board to preside, at each meeting. If applicable, the president shall preside at all meetings of the members.

The President will manage the day-to-day operations of the PTO. The President, with the approval of the Board of Directors, may delegate specific PTO operations to coordinators who may, but are not necessarily required to, be voting members of the Board of Directors.

The President or designee and the Treasurer have the authority to write checks to pay for organization expenses authorized by the budget approved by the Board of Directors. Two signatures are required for all checks. Except as otherwise expressly provided by law, by the articles of association, or by these bylaws, he or she shall execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

The President shall have an affiliation with IBL Middle School via a student attending IBL Middle School.

SECTION 6. DUTIES OF VICE PRESIDENT

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. The Vice President will chair committees on special subjects as designated by the President or the Board of Directors. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of association, or by these bylaws, or as may be prescribed by the

Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office, which is 1427 Palmetto Avenue, Pacifica, CA 94044, of the organization the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the organization or at such other place as the Board may determine, a book of electronic files or paper copies of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this organization by the later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent. Approved minutes will posted on the PTO website.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law, including meeting announcements, approved minutes, and agenda for the upcoming regular meeting (which shall be posted at least four (4) days prior on the PTO website).

Keep at the principal office of the organization a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the organization, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the organization.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of association of this organization, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

It is recommended the Treasurer shall have a background in banking and/or accounting. Have charge and custody of, and be responsible for, all funds and securities of the

organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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.

Exhibit at all reasonable times the books of account and financial records to any PTO director, officer or member, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the organization. At minimum, the Treasurer shall make provide financial reports and updates at each regular meeting of the Board of Directors.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Prepare the organization's budget, present it to the Board of Directors for their review and approval by vote of the Board.

Review fiscal procedures.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of association of the organization, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. COMPENSATION

Officers shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in this Article. Officers, who also serve as directors, may not be compensated for rendering services to the organization in any capacity unless such other compensation is reasonable and is allowable under the provisions of Section 6 of Article 3. Any payments to officers shall be approved in advance in accordance with this organization's conflict of interest policy, as set forth in **Appendix A** to these bylaws.

ARTICLE 5: COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The Executive Committee shall be made up of the President, Vice President, Secretary and Treasurer

SECTION 2. FINANCE COMMITTEE

The Treasurer shall be the chair of the Finance Committee. The Finance Committee shall be

composed of at least one but no more than four Board members. The Finance Committee is responsible for developing a fundraising plan and overseeing the execution of the plan.

SECTION 3. OTHER COMMITTEES

The organization shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 6: MEMBERS

SECTION 1. DETERMINATION, RIGHTS OF MEMBERS, AND NONTRANSFERABILITY

The organization shall have only one class of members. No member shall hold more than one membership in the organization. Except as expressly provided in or authorized by the articles of association or bylaws of this organization, all memberships shall have the same rights, privileges, restrictions, and conditions.

All current members of the PTO shall have the right to one vote on matters presented to the membership at regular and special meetings of the membership.

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or when said member no longer qualifies as set forth in these bylaws.

SECTION 2. QUALIFICATIONS OF MEMBERS

Membership in the IBL Middle School PTO shall be open to the following: all parents or guardians of current and incoming students at Ingrid B. Lacy Middle School or have an affiliation with a student, its teachers and staff. However, no individual who is qualified to become a PTO member shall become a member and be eligible to vote, until he or she had gained admission as set forth in Section 3 of this Article.

SECTION 3. ADMISSION OF MEMBERS

To be admitted as a member of the IBL Middle School PTO, applicants must submit the following information to the PTO secretary: (1) name; (2) mailing address; (3) phone number and/or email address; and (4) basis upon which the applicant qualifies to become a member of the PTO. The applicant shall be admitted to membership upon the confirmation that the applicant qualifies for membership as set forth in Section 2 of this Article. There is no limit on the number of members the organization may admit.

SECTION 4. FEES, DUES, AND ASSESSMENTS

There shall be no fees, dues, or assessments to apply for or maintain membership in the PTO.

SECTION 5. MEMBERSHIP BOOK

The organization shall keep a membership book containing the member's name, address, and phone number and/or email address. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the PTO's principal office and shall be available for inspection by any director or member during regular business hours.

The record of names and addresses of the members of this organization shall constitute the membership list of this organization and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 6. NONLIABILITY OF MEMBERS

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

SECTION 7. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the president or secretary of the organization personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the organization.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the organization's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the

proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

SECTION 8. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the organization shall cease on termination of membership as herein provided.

SECTION 9. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of association or of the bylaws of this organization would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Corporations Code.

ARTICLE 7: MEETINGS OF THE MEMBERSHIP

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office or at such other place(s) as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL MEMBERSHIP MEETING

The members shall meet annually, for the purpose of nominating and selecting directors and officers and transacting other business as may come before the meeting, on the third Thursday in April in each year, unless such day falls on a legal or school district holiday, in which event the regular meeting shall be held on the following Thursday. The annual meeting of members for the purpose of nominating and electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, or the PTO president. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting,

a written notice of the meeting shall be given by the secretary of the organization not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the organization or given by the member to the organization for the purpose of notice; or if no address appears or is given, at the place where the principal office of the organization is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the chairperson of the Board, president, vice president, or secretary of the PTO. The officer receiving the request shall promptly notify all members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the articles of association; and
4. An election to voluntarily wind up and dissolve the organization.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 51% of the voting members of the organization.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this article, if this organization authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Association of this organization, or these bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each admitted member is entitled to one vote on each matter submitted to a vote by the

members. Voting at duly held meetings shall be by voice vote. Membership voting by proxy shall not be permitted unless these bylaws are amended to specifically allow it.

SECTION 8. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the PTO president or, in his or her absence, by the PTO vice president or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present in person. The PTO secretary shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of association of this organization, or with any provision of law.

ARTICLE 8: ¶ NON-DISCRIMINATION

SECTION 1. NON-DISCRIMINATION POLICY

The PTO shall not discriminate on the basis of race, color, sex, religion, creed, political beliefs, age, national origin, linguistic and language differences, sexual orientation, socioeconomic status, height, weight, marital or familial status, or disability.

ARTICLE 9: ¶ EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the treasurer and countersigned by the president of the organization.

SECTION 3. DEPOSITS

All PTO funds shall be deposited from time to time to the organization's credit in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 10: CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The organization shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the Board, and, if this organization has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and updated correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) Documents relating to the tax status of the organization including: tax-exempt status determination or affirmation letters from the Internal Revenue Service (IRS) and the state Franchise Tax Board (FTB), federal tax identification number and related documents, copies of annual tax returns filed with the IRS and FTB;
- (e) Copies of insurance policies demonstrating valid director and officer liability insurance coverage;
- (f) Tax and financial records including: monetary policies and procedures, monthly financial reports, approved expense reimbursement request forms, and submitted deposit vouchers;
- (e) A record of the PTO members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the organization's articles of association and bylaws as amended to date, and standing resolutions concerning the current functioning of the Board and the PTO, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the organization.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 11: FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE ORGANIZATION

The fiscal year of the organization shall begin on the 1st day of August and end on the 31th day of July in each year.

ARTICLE 12: AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit organizations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these bylaws under the provisions of the articles of association or these bylaws, by a majority vote of the Board of Directors present at a meeting where a quorum is present, unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this organization has admitted any members, then a bylaw specifying or changing the fixed number of directors of the organization, the maximum or minimum number of directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this organization.

ARTICLE 12: AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the organization, any amendment of the articles of association may be adopted by a majority vote of the Board of Directors present at a meeting where a quorum is present.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the organization, amendment of the articles of association may be adopted by the approval of the Board of Directors and by the approval of the members of this organization.

ARTICLE 13: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the organization. All members, if any, of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, whether voluntarily or involuntarily, the assets of the organization, after all debts have been satisfied, shall be distributed as required by the articles of association of this organization and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as a member of Board of Directors of the Ingrid B. Lacy Parent Teacher Organization, a California nonprofit organization, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of twenty four (24) pages, as the bylaws of this organization.

Dated: _____

Tiffany Hanna, President

Stacy Russell, Vice President

Leonard Lim, Treasurer

Julie Ulmer, Secretary

John Hall, Webmaster/Communications

Christina Zuffinetti, Fundraising Coordinator

Erika Heusser, Volunteer Coordinator

Julia Hall, Parent Council Representative

Gina Tosetti, General Board Member

Megan Asaro, General Board Member

Brandice Anderson, General Board Member

Denise Gonzalez, Communications

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the organization named in the title thereto and that such bylaws were duly adopted by the Board of Directors of said organization on the date set forth below.

Dated: _____

Secretary: _____

Appendix A

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES INGRID B. LACY MIDDLE SCHOOL PARENT TEACHER ORGANIZATION

SECTION 1. CONFLICT OF INTEREST POLICY

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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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:

- (1) an ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- (2) a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- (3) 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 3, paragraph b, 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. CONFLICT OF INTEREST AVOIDANCE 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 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 if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

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.

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.

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.

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 Conflicts of Interest Policy.

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.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines 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 BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings 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 Board's 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 APPROVAL POLICIES

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.

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.

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.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.

(b) all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement

4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- (c) the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 2. the availability of similar services in the geographic area of this organization
 3. current compensation surveys compiled by independent firms
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved
 2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member
 3. the comparability data obtained and relied upon and how the data was obtained.
 4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
 6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not

affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

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 such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure 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 and or audits shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and 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 in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews and or audits as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.