

**Uniform Bylaws of the
Environmental and Adventure School PTO**

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Article I: Name

The name of this organization shall be the Environmental and Adventure School PTO.

Article II: Articles of Organization

The articles of organization of this organization shall include (a) the bylaws of such organization and (b) the certificate of incorporation or articles of incorporation of such organization.

Article III: Mission Statement

Promote the well being of youth in school, home and community.

Our purpose is to support the partnership among students, teachers, parents and the community.

- Promote the participation of parents in the educational process.
- Promote communication between teachers, parents and students.
- Generate financial support for educational programs.
- Provide opportunities for student involvement in the community.
- Enhance the educational experience through environmental awareness and adventure.

Article IV: Basic Policies

(a) The organization shall be noncommercial, nonsectarian, and nonpartisan.

(b) The organization shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

(c) The organization shall work with the school to provide quality education for all children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education.

(d) No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(e) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Upon consideration of dissolution, notice shall be given the general membership. A public meeting must be held, with thirty (30) days' prior notice, at which a quorum of the membership must be present to vote. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or

more nonprofit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time amended.

Article V: Membership and Fees

(a) General membership in this organization shall consist of the teachers, staff and parents of children attending the Environmental and Adventure School. The voting membership will consist of teachers and parents.

(b) A membership fee may be charged as set forth in the standing rules. Upon payment of membership fees, members are considered in good standing through September of the ensuing year.

Article VI: Voting Body

The voting members are entitled to one vote even though they may hold more than one position.

Article VII: Officers and Their Election

Section 1. (a) The officer positions of this organization shall be as designated in the standing rules and include a president(s), three vice-presidents, a secretary, and a treasurer. There shall be at least seven (7) elected officers.

(b) These officers shall be elected at a membership meeting prior to the end of June.

(c) Officers shall assume their official duties immediately following the close of the membership meeting in June and shall serve for a term of at least one (1) year or until their successors are elected.

(d) A quorum being present, a majority of all votes is necessary to elect. Voting may be by voice if only one (1) candidate is nominated for an office. Absentee or mail-in ballots are prohibited.

(e) A vacancy occurring in any board position shall be filled by a majority vote of the remaining members of the board and serve until the next general membership meeting, at which time nominations shall be made from the floor with the consent of the nominee for the unexpired term by a person elected. If the vacancy is in the office of president and there are no qualified candidates for that office, the (first) vice-president shall serve out the remainder of the term.

Section 2. (a) No person shall serve in the same position for more than two (2) consecutive terms or until their successor(s) is elected. A person who has served more than one half of a term shall be credited with having served that term.

Article VIII: Duties of Officers

Section 1. General

(a) The newly elected officers shall meet at the call of the president within fourteen (14) days after taking office to recommend and solicit volunteer chairperson(s) of standing committees and recommend the regular meeting time of the board.

(b) Upon assuming office, the officers shall be empowered to honor expenditures that have been provided for in the approved budget. All books, funds and supplies belonging to the organization shall be relinquished to the new officers by the retiring officers immediately upon leaving office.

(c) All financial matters and binding agreements shall require two (2) signatures, only elected officers shall have the authority to sign.

(d) In the event two (2) or more members of the same household hold offices in the organization, only one (1) shall co-sign financial matters.

(e) An office shall be declared vacant if an officer is absent three (3) consecutive meetings, unless previously excused by the presiding officer.

Section 2. The president(s):

(a) Shall preside at all meetings.

(b) Shall co-sign all binding agreements.

(c) Shall recommend appointments to positions and committees as designated in the standing rules, with approval of the majority of the Board of Directors, for a term of one (1) year.

(d) Shall coordinate the work of the officers and committees.

(e) Shall be an ex-officio member of all committees except the nominating committee.

(f) Disseminate and communicate all information pertinent to the organization and act as its spokesperson.

(g) May delegate to the vice-president(s) and committee chairpersons certain administrative duties.

(h) Perform all duties pertaining to the office as specified in these uniform bylaws and the standing rules.

Section 3. The vice-president(s):

(a) Shall preside in the absence of the president and shall serve as (an) aide(s) to the president.

(b) Shall assume the duties of the president, if the president is not in attendance at meetings. If there is a resignation or removal from the office of president, one of the vice-presidents shall call for the election of the president, fifteen (15) days notice having been given.

(c) The vice presidents shall facilitate communication and act as a liaison between committee chairpersons and the Board of Directors. The vice presidents shall report the plans and activities of the committees to the Board of Directors.

Section 4. The secretary shall:

(a) Call the meetings to order in the absence of the president(s) or vice-president(s).

(b) Record the minutes of all board, executive committee and general membership meeting and read or present typed minutes for approval at the next scheduled meeting.

(c) Notify each committee chair of their appointment.

(d) Sign, with the president, all binding agreements of the organization.

- (e) Respond to all correspondence delegated.
- (f) Keep an accurate roster of the membership of the organization, the names and addresses of the officers and the names, addresses and phone numbers of the members of the board.
- (g) Announce the presence of a quorum at all meetings.
- (h) Be the custodian of all past records.
- (i) Count the vote, when requested by the presiding officer.

Section 5. The treasurer shall:

- (a) Have custody of all funds of the organization and ensure all checks are signed by two authorized signatories.
- (b) Collect and keep a timely, full and accurate account of receipts and expenditures in books belonging to the organization.
- (c) Pay out funds only as authorized by the president, board of directors, or authorized budget.
- (d) Present a written financial statement at each general membership and board of directors meeting and at such other time when requested by the president.
- (e) Close the books prior to June 30th and present all reports, books and other necessary documents to an auditor or the auditing committee. If the treasurer resigns or is removed from office before the term is complete, or before the successor treasurer takes office and assumes the duties; the treasurer must present all reports, books and other necessary documents to an auditor or the auditing committee.
- (f) Make a full report at the meeting at which new officers officially assume their duties.
- (g) Announce the presence of a quorum, if the secretary is absent.
- (h) Chair the budget committee, which develops an annual budget for adoption by the first general membership meeting of the fiscal year.
- (i) Call the meetings to order in the absence of the president, vice-president(s) and secretary.
- (k) Chair any other financial sub committees that they may designate.

Section 6. All officers shall:

- (a) Perform the duties outlined in these bylaws and those assigned by the board of directors or general membership.
- (b) Deliver to their successors all official materials pertaining to the office within seven (7) of days following the meeting at which the successors assume office.
- (c) Represent the president upon request.
- (d) Deliver to the president all official materials pertaining to the office within seven (7) days, in the case of a resignation or removal from office according to Article X, Section 6 and 7. If the president

is the affected officer, all pertinent materials shall be delivered to the first vice-president within seven (7) days.

Article IX: Membership Meetings

(a) There shall be an annual meeting of the members to be held at a time and place fixed by the board of directors for the purpose of electing the officers and conducting any other business which may properly come before the annual meeting. The president or secretary shall deliver written notice of the place day and time of the annual meeting not less than ten (10) nor more than fifty (50) days prior to the date of the annual meeting to each member of the organization.

(b) There shall be regular meetings of the general membership as established by the standing rules to conduct business; adopt the budget; approve the standing rules; elect the nominating committee and to conduct other business. Written notice of membership meetings shall be given at least ten (10) days prior to the date of the meeting.

(c) Special meetings may be called by the presiding officer or a majority of the board of directors by written notice made not less than ten (10) nor more than fifty (50) days before the date of the special meeting, stating the place, date, time and purpose of the special meeting.

(d) Fifteen members shall be the quorum. Absentee or mail-in proxy ballots are prohibited.

(e) General membership meetings may be open to all interested persons. But the privilege of making motions, debating, or voting shall be limited to the voting body of the organization.

Article X: Executive Committee

Section 1. The executive committee shall consist of the elected officers of the organization as stated in the standing rules. A majority of those on the committee shall constitute a quorum.

Section 2. The executive committee shall:

(a) Transact necessary business in the intervals between general membership meetings and business referred to it from a general membership meeting. No action taken by the board shall conflict with action taken by the general membership.

(b) Acquire fidelity bond insurance.

(c) Act in emergencies between meetings of the general membership.

(d) Fill vacancies of an officer or committee chairperson(s) who resigns, is removed, fails to qualify for the office or chairmanship or fails to carry out the duties of the office or chairmanship.

(e) Create standing and special committees, recommend and solicit the chairpersons with the exception of the nomination committee and approve of the membership of committees with the exception of the nomination committee.

(f) Approve plans of work of standing and special committees and officers.

(g) Present recommendations to the general membership for action.

(h) Solicit an audit committee to audit the treasurer's accounts.

(i) Assist the treasurer in the preparation of a budget to be submitted to the general membership for adoption.

(j) Approve at least two executive committee members as signatories. Individuals authorized to sign checks should not be related to each other by marriage or any other relationship.

(k) Approve expenditures within the categories of the budget.

(l) Ensure that any bylaw amendments are attached to IRS Form 990 along with a page of explanation of the changes, and

(m) File IRS Form 990 or its equivalent with the IRS.

Section 3. A vacancy occurring in any executive committee position shall be filled by a majority vote of the remaining members of the executive committee and serve until the next general membership meeting, at which time nominations shall be made from the floor with the consent of the nominee for the unexpired term by a person elected. If the vacancy is in the office of president and there are no qualified candidates for that office, a vice-president shall serve out the remainder of the term.

Section 4. Removal from any position of an executive committee member will follow these provisions.

(a) Three (3) consecutive absences unless previously excused by the presiding officer, shall be cause for removal from the executive committee.

(b) Inability to perform duties or ceasing to meet the qualifications of the executive committee position shall be cause for removal.

(c) The executive committee shall meet in a special meeting with a quorum present to discuss and vote on the removal of an executive committee member. All executive committee members shall receive notice of the meeting.

(d) The executive committee member in question may be told of the vote in person but shall be informed about the vote by certified letter. If the vote is for removal, the certified letter shall request that all materials associated with the position be returned to the president, or in the case of the president being removed, to a vice-president, within seven (7) days of receipt of the letter.

Article XI: Board of Directors

Section 1. The board of directors shall consist of the elected officers and chairpersons of the standing committees. There is no prescribed required number of committee members. Make up of the board of directors shall approximately mirror the geographic dispersion of the general membership.

Section 2. Meetings shall be held at the call of the president or a majority of the board of directors. A majority of the board of directors shall constitute a quorum. A report of the meeting shall be given at the next board of directors meeting.

Section 3. Regular meetings of the board of directors shall be held as designated by the board of directors at its first meeting. The president or a majority of members of the board of directors, ten (10) days prior notice having been given may call special meetings of the board of directors.

Section 4. The majority of the board of director members shall constitute a quorum for any board of directors meeting.

Section 5. Any member of the board of directors who ceases to meet the qualifications of office as listed in the bylaws and standing rules, or fails to carry out the duties of office may be removed from office by two-thirds vote of the board of directors providing that proper procedures have been followed.

Section 4. The board shall meet as soon as having been duly elected, for the purpose of formulating tentative plans for their term of office.

Section 5. Removal of a member from the board will follow these provisions.

(a) Three (3) consecutive absences unless previously excused by the presiding officer, shall be cause for removal from the committee.

(b) Inability to perform duties or ceasing to meet the qualifications of the position shall be cause for removal.

(c) The board shall meet with a quorum present to discuss and vote on the removal of a member.

(d) The board member in question may be told of the vote in person but shall also be informed about the vote by letter.

Article XII: Standing Committees

Section 1. Nominating Committee:

(a) The nominating committee shall consist of at least two (2) members solicited from the general membership at least thirty (30) days preceding the election of the officers and made available to the general membership. Only members shall be eligible to serve.

(b) The president is not eligible to be elected or serve on the nominating committee.

(c) The nominating committee shall contact all persons who are nominated to confirm their willingness to serve and ensure that all nominees are voting members.

(d) The nominating committee shall submit to the membership a written and signed report at least fifteen (15) days prior to the election, the name of one (1) or more candidates for each office to be filled. Additional nominations may be made from the floor with the consent of the nominee.

Section 2. Audit Committee:

An audit committee will consist of no fewer than two (2) members solicited from the general membership at least thirty (30) days preceding the election of the officers. The audit committee shall not include any person who was authorized to sign on the bank account for the period being audited.

Section 3. Other standing committees shall be specified in the standing rules.

Section 4. Standing committee chairpersons shall report the plans and activities of the committee to the board of directors, which must approve all such reports.

Article XIII: Fiscal Year and IRS Number

Section 1. The fiscal year of this organization shall begin on the first day of July and end on June 30th.

Section 2. The Internal Revenue Service Employer Identification Number (EIN) for this organization is 91-2024355.

Article XIV: Standing Rules

The standing rules shall not be in conflict with these uniform bylaws.

Article XV: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases in which they are applicable and in which they are not in conflict with the uniform bylaws of this organization, the Articles of Incorporation, or the Washington Nonprofit Corporation Act.

Article XVI: Amendments

Section 1. (a) These bylaws may be amended at any membership meeting of this organization by a two-thirds vote of the members present and voting, provided written notice of the proposed amendment shall have been given to each member and to each member of the board at least 30 days prior to the date of the meeting at which action is taken, a quorum is present, and provided the amendment is not in conflict with the required articles prescribed in the bylaws of the organization.

(b) A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a membership meeting or by a two-thirds vote of the board. The procedure for action on amendments in Article XVI, Section 1(a) shall then be followed.