

**BYLAWS**  
**OAK KNOLL SCHOOL**  
**PARENT TEACHER ORGANIZATION**

**EFFECTIVE OCTOBER 2018**

**I. NAME**

The name of the organization shall be the Oak Knoll School Parent Teacher Organization (“Oak Knoll PTO”).

**II. PURPOSE**

**A.** The purposes of the organization shall be (1) to promote and support the education and welfare of the students at Oak Knoll School; (2) to facilitate communication and encourage cooperation among Oak Knoll School parents, teachers, administrators, the School Board and the community; and (3) to advocate for laws that promote the education and welfare of students.

**B.** The organization is structured exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereafter “Internal Revenue Code”).

**III. POLICIES**

**A.** The organization shall be non-commercial, non-sectarian, and nonpartisan.

**B.** Neither the name of the organization nor the names of any Members in their official capacities shall be used to endorse or oppose a commercial concern or candidate for elective public office or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the organization.

**C.** 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, candidates for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

The organization shall work with the school district and the community to support the education and welfare of all students 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 the School Board.

The organization shall collaborate with the Menlo Park-Atherton Education Foundation (MPAEF) to further the initiatives of the Menlo Park City School District, including supporting the MPAEF's efforts to raise funds for the school district, and will use its best efforts to plan the organization's fundraising and communication activities so as to not conflict with district fundraising and communication activities conducted by MPAEF.

**F.** The organization may cooperate with other organizations and agencies in the fulfillment of its purpose, but persons representing the organization in such matters shall make no commitments that bind the organization without Executive Board approval.

**G.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its Members, directors, officers or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

**H.** Notwithstanding any other provision of these Bylaws, the organization shall not engage in any activities prohibited (i) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

**I.** Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c) (3) of the Internal Revenue Code and which serve or promote the welfare of children.

#### **IV. MEMBERSHIP**

##### **A. Membership**

Membership is available without regard to race, color, creed or national origin. All parents and/or legal guardians of students who currently attend Oak Knoll School and all current faculty and staff of Oak Knoll School shall be designated as Members in the organization. Members shall have the right to attend and participate in all meetings and activities of the organization, to vote on all issues before the Membership, to elect officers, to approve the budget, and to hold elective office in accordance with Section VII herein. Any Member may inspect the public records of this organization as defined by California law upon request.

#### **V. MEETINGS**

## **A. Regular Meetings**

At least two general Membership meetings of the organization shall be held during each school year. The time and place of the meetings shall be announced at least fourteen (14) calendar days prior to the meeting. One of the general Membership meetings shall be held in the Fall (no later than October 31) for approval of any changes to the budget. One of the general Membership meetings shall be the Annual Meeting, to be held in late Spring (no later than the end of the academic school year) for the purpose of the election of officers and approval of the budget, including all programs, projects and expenditures, for the following fiscal year.

## **B. Special Meetings**

Additional meetings of the organization may be called, either by vote of the Executive Board or by petition of a minimum of ten (10) Members. The time and place of all Special Meetings shall be announced at least seven (7) calendar days prior to the meeting.

## **C. Quorum**

Fifteen Members present at a properly called General Membership or Special Meeting shall be designated as a quorum and shall be entitled to take action on behalf of the organization.

## **D. Voting**

A majority vote of the Members present at any meeting shall be required for all action to be taken by the organization.

# **VI. OFFICERS**

## **A. Positions**

The officers of the organization shall consist of President, Vice-President, Secretary, Treasurer, Financial Secretary, Auditor and Parliamentarian. Where two persons are elected to fill the same position, both of the persons shall be given all of the rights and responsibilities of the office as enumerated herein, and each person shall be allowed one vote. The President, Treasurer, Financial Secretary and Auditor during any year shall not be related by blood or marriage or reside in the same household. At the recommendation of the Nominating Committee and upon the approval of the Executive Board, officers may also include a Communications Chair and a Community Resource Chair.

## **B. President**

The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board and the direction of the Membership, shall in general

supervise and control all of the activities of the organization. The President shall be a Member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the Membership. The President shall represent the organization as a Member of the Menlo Park City School District Council. The President shall select and appoint the chairpersons and Members of all Standing and Special Committees, subject to the ratification of the Executive Board, and shall be an ex-officio Member of all committees of the organization except the Nominating Committee. The President shall serve as Parliamentarian in the following year. The President shall perform such other duties as may be prescribed in these Bylaws or assigned by the organization.

### **C. Vice-President**

The Vice-President shall perform the duties of the President in the absence of the President. The Vice-President shall represent the organization as a Member of the Oak Knoll Site Council, provided however, that if the Vice-President is unable to serve as a Member of the Oak Knoll Site Council, the Executive Board will appoint another officer to so serve, and the Menlo Park City School District Council. The Vice-President assumes the President position in the following year. As the President-elect, the Vice-President shall assume leadership in forming the committees and assisting with creating the budget that will be in effect under his/her presidency. The person in the position of Vice-President serves a total of three years on the Board: Vice- President, President, and Parliamentarian. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

### **D. Secretary**

The Secretary shall keep the minutes of the proceedings of the Membership and the Executive Board, shall keep current copies of all organizational documents and records including ensuring that copies of such are available in the school office, shall keep the official history of the organization, shall collect publications of the organization for its permanent records, and shall keep an annual record of all of the activities of the organization, shall keep the official list of Members, shall conduct all necessary correspondence of the organization upon authorization of the President, Executive Board or organization, shall see that all notices are duly given in accordance with these Bylaws and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

### **E. Treasurer**

The Treasurer shall have charge of and be responsible for all funds of the organization. The Treasurer shall receive from the Financial Secretary deposit slips for all monies received and deposited for the organization, and shall make disbursements as

authorized by the President, Executive Board, or Membership in accordance with the budget adopted by the Membership including securing officer signatures as authorized in these Bylaws. The Treasurer shall co-chair the budget committee and prepare the budget for adoption by the Membership. The Treasurer shall present a financial report at each Executive Board Meeting and General Meeting of the Membership and at other times as requested by the Executive Board. The Treasurer shall be responsible for filing all tax returns and other required governmental forms in a timely manner and as required by law and for ensuring that the organization has obtained appropriate insurance coverage as determined by the Executive Board. The Treasurer in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Executive Board.

#### **F. Financial Secretary**

The Financial Secretary shall receive all monies due and payable to the organization from all sources, shall deposit such funds in such banks or other organizations as are selected by the Executive Board, shall provide a copy of the deposit slip to the Treasurer, shall keep an accurate record of all receipts and authorizations for payment for filing with the financial records of the organization, and shall perform such other duties as may be assigned by the Treasurer, President or the Executive Board.

#### **G. Auditor**

The Auditor shall audit the books and records of the organization on a monthly basis and shall present to the Executive Board reports of such audits at the next Executive Board meeting or as soon as reasonably practicable following the audits. The Auditor shall audit the books and records upon resignation of the Treasurer or Financial Secretary or at any other time deemed advisable by the Executive Board, shall review and approve the monthly PTO bank statements, and shall perform all duties incident to the office of Auditor and such other duties as may be assigned by the President or the Executive Board.

#### **H. Parliamentarian**

The Parliamentarian shall attend all meetings of the Executive Board and the Membership and give necessary advice in parliamentary procedure when requested, shall chair the Nominating Committee and conduct the election of the officers, or shall, subject to approval of the Executive Board, appoint an alternate to act in this capacity in the Parliamentarian's stead. The Parliamentarian shall review the Bylaws annually and recommend to the Executive Board any suggested amendments to the Bylaws, or that , the Bylaws continue in force in unmodified form. If the Board approves suggested amendments, the Parliamentarian shall propose those amendments to the Membership for its approval. The Parliamentarian shall in general perform all duties incident to the

office of Parliamentarian, as well as such other duties as may be assigned by the President or the Executive Board.

### **I. Communications Chair**

The Communications Chair shall oversee written and electronic PTO communications to Members, staff, other district schools, and the district office to ensure the consistency and timeliness of messages, including overseeing the editorial process of the weekly school newsletter. The Communications Chair shall oversee publicity to the community at large regarding PTO events under the direction of the Executive Board and the District Office. The Communications Chair shall ensure that relevant information from Executive Board meetings is disseminated to interested parties in a timely manner. The Communications Chair shall also survey the membership if directed by the Executive Board and report findings to the Board and the general membership. The Communications Chair oversees the equipment necessary for various publications and shall perform such other duties as may be assigned by the President, or the Executive Board.

## **VII. ELECTIONS**

### **A. Procedure**

The election of officers shall take place during the last General Membership Meeting each year. All Members of the organization may participate in the election. The Nominating Committee shall present a slate of officers for election at least fourteen (14) days prior to the last General Membership Meeting each year, and the Nominating Committee will call for further nominations from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be by written ballot.

### **B. Term of Office**

The term of each officer shall be one year, beginning on August 1 and ending on July 31 of each fiscal year. The officers shall be elected annually, with the exception of the President, which position shall be automatically filled by the duly elected Vice-President from the preceding year, the Treasurer, which position shall be automatically filled by the duly elected Financial Secretary from the preceding year, and the Parliamentarian, which shall automatically be filled by the duly elected President from the preceding year, subject to approval by the Membership. If the President from the preceding year is unable to fulfill the duties of the Parliamentarian, then any person, with past Oak Knoll PTO Executive Board experience may be elected to fill the role of the Parliamentarian. At the discretion of the Nominating Committee, officers may be nominated to serve in the same position for a total of up to two terms. No more than two officers shall repeat their position in any year.

### **C. Nominating Committee**

The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers. The committee shall prepare a slate of officers to present for election by the Membership. The committee shall insure that all nominees are Members, are willing to serve and are otherwise eligible to assume the office.

### **D. Selection**

A majority of the votes cast by the Members shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.

### **E. Vacancies**

Any vacancy in office because of death, resignation or inability to serve shall be appointed by the Executive Board for the unexpired portion of the term. However, should a vacancy occur in the office of the President, a Vice-President shall immediately assume the office.

## **VIII. EXECUTIVE BOARD**

### **A. General Powers**

The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the Membership and such other business as may be referred to it by the Membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of Standing and Special committees, present reports and recommendations at the meetings of the Membership, prepare and submit a budget to the Membership for approval, and, in general, conduct the business and activities of the organization.

### **B. Membership**

The voting membership of the Executive Board shall consist of the Officers of the organization, a representative elected by the faculty of the school, and the principal of the school, or a representative of the principal, and the assistant principal of the school, or a representative of the assistant principal.

### **C. Meetings**

Regular monthly meetings of the Executive Board shall be held during the school year, the dates and times to be established at the first meeting of the year. Special meetings may be called by the President or by a majority of the Executive Board. Adequate notice of all meetings shall be given to all Members of the Executive Board and, in the absence of an emergency, at least seven (7) days in advance. When possible, notice of

the meetings should be announced to all Members of the organization. Any Member may attend a meeting of the Executive Board, but shall not be entitled to vote on matters before the body.

#### **D. Quorum**

A majority of the regular Members of the Executive Board shall constitute a quorum for the transaction of business.

#### **E. Voting**

The act of the majority of the Members of the Executive Board present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Board.

#### **F. Action**

Without Meeting Any action required or permitted by the Executive Board may be taken without a meeting, if all Members of the Board individually or collectively consent in writing, including by email, to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Executive Board. Action by written consent shall have the same force and effect as a unanimous vote of the Executive Board at a duly authorized meeting.

#### **G. Removal**

When an officer fails to attend three consecutive meetings, or four meetings total during the course of a year, without adequate excuse, or when an officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws or standing rules, or engages in conduct which the Executive Board determines to be injurious to the organization or its purposes, the Executive Board may by a two-thirds (2/3) affirmative vote, take action as it determines appropriate, which may include: (1) asking for the resignation of the officer; and/or (2) making a formal recommendation that the officer be removed from office.

### **IX. STANDING AND SPECIAL COMMITTEES**

#### **A. Nominating Committee**

The Nominating Committee shall be composed of five (5) to eight (8) Members who shall be selected by the Executive Board at least two months prior to the annual meeting of the Membership. Nominating Committee Members are excluded from being nominated to officer positions for the slate which they are creating. One of the Members of the Nominating Committee shall be the Parliamentarian, who shall serve as chairperson of the Nominating Committee. In addition, the Principal of the school and a faculty member appointed by the Principal shall serve in an advisory capacity. The

committee shall carry out its responsibilities as specified in Section VI.

### **B. Other Standing Committees**

The Executive Board may establish such other Standing Committees as it deems necessary and advisable. The President shall appoint the chairpersons of all Standing Committees. Only Members may serve as chairpersons. The chairperson of each committee shall recruit the Members for his or her committee. Any Member may serve as a committee member. The Chairperson may be asked to report the plans and activities of the committee to the Executive Board for its approval. Each Chairperson shall provide an end-of-year report to the Executive Board of the activities of the committee by July 31 of the applicable year.

### **C. Special Committees**

The President and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or on July 31 of each year, whichever occurs first. The President shall appoint the chairpersons of all Special Committees. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

## **X. MENLO PARK CITY SCHOOL DISTRICT COUNCIL**

The President, Vice-President and Principal of the school shall represent the organization in meetings of the Menlo Park City School District Council, and shall present a report of each meeting of such Council to the Executive Board.

## **XI. FINANCES**

### **A. Fiscal Year**

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

### **B. Budget**

The Executive Board shall present to the Membership for its approval at the last Regular Meeting of the year a budget of anticipated revenue and expenses for the next fiscal year. This budget shall be used to guide the activities of the Executive Board during the following fiscal year. The Executive Board shall review the approved budget at the beginning of the fiscal year in the fall, and any deviation in a cumulative amount of \$15,000 or more from the original budget must be approved by the Membership. Budgeted and unbudgeted expenditures must comply with the standing rules set forth in the organization's Accounting Policies and Procedures, as amended from time to time.

### **C. Obligations**

The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization. The officers shall not have the authority, however, to enter into such agreements on behalf of Oak Knoll School or the Menlo Park City School District, nor should they hold themselves out as having such authority.

#### **D. Loans**

No loans shall be made by the organization to its officers or Members.

#### **E. Commercial Paper**

Checks, drafts, or other orders for the payment of money on behalf of the organization in excess of \$500 shall be signed by at least two of the following officers of the organization: the Treasurer, the President or the Vice-President, or by any other person as authorized in writing by the Executive Board.

#### **F. Deposits and Disbursements**

The Financial Secretary shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and the Treasurer shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the Membership. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from the receipt of the funds and/or orders of payment.

#### **G. Financial Report**

The Treasurer shall present a financial report at each Executive Board meeting and General Membership meeting of the organization. The Executive Board shall have the organization's financial accounts examined by the Auditor as specified in Article VI herein and by a certified public accountant as deemed advisable by the Executive Board.

### **XII. POLICIES AND PROCEDURES**

Policies and Procedures for operation of the organization that are not in conflict with these Bylaws may be approved by the Executive Board. The Secretary shall keep a record of the Policies and Procedures for reference, which may be included as Appendix A. In addition, the Executive Board may conduct reviews of Committees for the purpose of reviewing the procedures of individual Committees, and those reviews shall be kept in a separate binder for use by Committee chairs and/or Members.

### **XIII. DISSOLUTION**

The organization may be dissolved and remaining assets redistributed with previous notice of at least thirty (30) calendar days and at least a two-thirds vote of 30 or more

Members present at any Regular or Special Meeting. Upon the dissolution of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes which serve or promote the welfare of children and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **XIV. PARLIAMENTARY AUTHORITY**

“Robert’s Rules of Order” shall govern meetings when they are not in conflict with these Bylaws.

#### **XV. AUTHORITY**

If any part of these Bylaws shall conflict with the decisions, policies or procedures adopted by the Menlo Park City School Board, they shall be deemed null and void and the decision of the School Board shall, in all cases, control.

#### **XVI. AMENDMENTS**

Any Member may propose an amendment or modification to these Bylaws to the Executive Board by forwarding such amendment to the Parliamentarian of the organization. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Members at any Regular or Special Meeting.

These Bylaws were adopted by the Executive Board on October 10, 2018 and by a majority vote during a General Membership meeting properly called on October 24, 2018. These Bylaws shall take effect immediately.

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Oak Knoll School Parent Teacher Organization Secretary

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Oak Knoll School Parent Teacher Organization President

Appendix A: Accounting Policies and Procedures