

# **ENCINAL SCHOOL PARENT TEACHER ORGANIZATION AMENDED AND RESTATED BYLAWS**

*(Effective as of November 12, 2020)*

## **I. NAME**

The name of the organization is the Encinal School Parent Teacher Organization (Encinal PTO).

## **II. PURPOSE**

### **A. Organizational Purpose**

1. Promote and support the education and welfare of the Encinal School students.
2. Facilitate communication and encourage cooperation among parents, teachers, administrators, the Menlo Park City School Board, and the community.

### **B. Non-profit Status**

The Encinal PTO is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of the Internal Revenue Code, Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code.

## **III. POLICIES**

### **A. Non-commercial, Non-sectarian, and Non-partisan**

The Encinal PTO is non-commercial, non-sectarian, and non-partisan.

### **B. No Commercial or Partisan Endorsement**

The Encinal PTO name and the names of any members in their official capacities shall not be used to endorse or promote a commercial concern, partisan interest, or any purpose not appropriately related to the organization's purpose.

### **C. No Political Campaigning**

The Encinal PTO shall not, directly or indirectly, participate or intervene in any political campaign on behalf of, or in opposition to, candidates for public office. The Encinal PTO shall not devote more than an insubstantial part of its activities to attempt to influence legislation by propaganda or otherwise.

### **D. Working with the Menlo Park City School District**

The Encinal PTO intends to support the education and welfare of all students by participating in the decision making process with the Menlo Park City School District (MPCSD) as they establish school policies. The Encinal PTO recognizes the MPCSD is the legal governing entity to make decisions regarding all district and school policies.

#### **E. MPCSD District Council**

The Encinal PTO President and Vice President shall represent the organization at MPCSD District Council meetings and shall report an update to the Executive Board.

#### **F. Working with Menlo Park Atherton Education Foundation and other School PTO Organizations**

1. The Encinal PTO shall collaborate with the Menlo Park Atherton Education Foundation (MPAEF), other school PTO organizations within the MPCSD, and any joint fundraising entities that may be formed by these organizations, (including for the avoidance of doubt, the One Community Campaign (OCC)) to further the Menlo Park City School District initiatives.
2. The Encinal PTO shall use its reasonable efforts to plan the Encinal PTO fundraising and communication activities, so as not to conflict with the fundraising and communication activities of any joint fundraising entities or campaigns with the MPAEF and/or other MPCSD school PTO organizations (including for the avoidance of doubt, the One Community Campaign (OCC)).
3. Neither the MPCSD, the MPAEF nor other school PTO organizations within the District shall have the right to make decisions or set policies for the Encinal PTO without the participation and consent of the Encinal PTO.

#### **G. Working with Other Organizations**

The Encinal PTO may cooperate with other organizations and agencies in the fulfillment of the Encinal PTO's purpose, but persons representing the Encinal PTO in such matters shall not make any commitments that bind the organization, unless authorized by the Executive Board.

#### **H. No Personal Financial Benefit**

1. The Encinal PTO net earnings shall not inure to the benefit of, or be distributable to, its members, officers or other private persons.
2. The Encinal PTO shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions to further the organization's purpose, see Section II. Purpose of these Bylaws.

#### **I. No Activities in Conflict with Non-Profit Status**

The Encinal PTO shall not engage in any activities:

1. Prohibited by an organization exempt from the federal income tax under Internal Revenue Code, Section 501(c)(3).
2. Prohibited by an organization to which contributions are deductible under Internal Revenue Code, Section 170(c)(2).

## **IV. MEMBERSHIP**

### **A. Regular Members**

1. The following are eligible to be Regular Members in the organization:
  - a. All parents and/or legal guardians of current Encinal School students.
  - b. All current Encinal School faculty and staff.
2. Regular Members shall have the right to attend and participate in all Encinal PTO meetings and activities, but shall not have the right to vote, hold a committee chair position, or hold office.

### **B. Voting Members**

1. All Regular Members who are current in the payment of annual membership dues, see Section VI. Membership Dues of these Bylaws, shall be designated as Voting Members.
2. Voting Members shall have the right to vote on all issues before the membership, elect officers, hold a committee chair position and hold office.

### **C. Honorary Members**

1. The following are eligible to be Honorary Members in the organization:
  - a. All parents and/or legal guardians of former Encinal School students.
  - b. All former Encinal School faculty and staff.
  - c. Other persons may be granted membership by a majority vote of the Encinal PTO Voting Members.
2. Honorary Members shall have the same rights as Regular Members.

## **V. GENERAL MEMBERSHIP MEETINGS**

General Membership includes Regular Members, Voting Members and Honorary Members, as defined in Section IV.

### **A. Regular General Membership Meetings**

1. At least two Encinal PTO General Membership meetings shall be held during each school year.
2. The time and place of the meetings shall be announced fourteen (14) calendar days prior to the meeting.

## **B. Special General Membership Meetings**

1. Additional Encinal PTO meetings may be called, either by vote of the Executive Board or by petition of a minimum of twelve (12) Voting Members.
2. The time and place of all Special Meetings shall be announced at least seven (7) days prior to the meeting.

## **C. General Membership Quorum**

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

## **D. General Membership Voting**

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

# **VI. MEMBERSHIP DUES**

## **A. Amount**

The organization shall authorize collection of annual membership dues to be used for the operation of the organization.

1. The Executive Board shall establish a nominal annual membership dues amount, subject to majority approval by the Voting Members.
  - a. Any change in the annual membership dues amount shall be approved by a majority vote of the Voting Members at a Regular or Special General Membership meeting.
2. Payment of annual membership dues entitles a Regular Member to become a Voting Member for the school year.
3. Any proceeds greater than the annual membership dues amount shall be considered a donation to the organization.

## **B. Financial Hardship**

No Regular Member shall be denied the right to participate in the activities of the organization due to financial hardship.

# **VII. EXECUTIVE BOARD**

## **A. Executive Board Responsibilities**

The Executive Board shall conduct the affairs, activities, and operation of the organization in accordance with these Bylaws. The Executive Board shall perform the following:

1. Present reports and recommendations at the Regular General Membership Meetings.
2. Prepare and submit a budget to the General Membership for approval.
3. Create Standing and Special Committees.
4. Approve the plans and work of Standing and Special Committees.
5. Fill any vacancies of office.
6. Conduct the overall business and activities of the organization.

## **B. Executive Board Membership**

The Executive Board shall consist of the following:

1. Officers of the organization, see section VIII. Officers of these Bylaws.
2. Faculty Representative as appointed by the Principal.
3. Principal or representative of the Principal.

## **C. Executive Board Meetings**

### **1. Regular Meetings**

Regular meetings of the Executive Board shall be held during the year at a minimum of once a month during the school year. The regular meeting dates and times are to be established at the first Executive Board meeting.

### **2. Special Meetings**

Special meetings may be called by the President or by a majority of the Executive Board.

### **3. Meeting Notices**

- a. Executive Board members shall be notified of all meetings at least fourteen (14) days in advance, with the exception of any emergency meeting.
- b. Emergency meetings shall be announced to the Executive Board members seven (7) days in advance.
- c. When possible, the Executive Board meeting shall be announced to the General Membership.

### **4. Open Executive Board Meetings**

Any Regular, Voting, or Honorary member may attend an Executive Board meeting, but shall not be entitled to vote on any matter before the board.

## **D. Executive Board Quorum**

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

### **E. Executive Board Voting**

The majority of the regular and ex-officio Executive Board members present at a meeting with a quorum shall be required for action to be taken by the Executive Board.

### **F. Executive Board Action without a Meeting**

1. Any Executive Board action may be taken without a meeting, if all Executive Board members individually or collectively consent in writing, including email.
2. Written consent shall be filed with the Executive Board minutes.
3. 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. Executive Board Removal**

#### **1. Actions Warranting Removal**

Under the following circumstances, an Executive Board Officer may be considered for removal:

- a. Failing to attend three consecutive meetings or four meetings in total during the course of a year, without adequate excuse.
- b. Failing to fulfill the office responsibilities as described in the Bylaws and Standing Rules.
- c. Engaging in conduct which the Executive Board determines to be injurious to the organization or its purpose.

#### **2. Removal Procedures**

If the President determines an Officer has committed actions potentially warranting removal, an Executive Board vote may be taken regarding removal of the Officer. If there is a two-thirds (2/3) affirmative vote by the Executive Board, the Executive Board may take action as it determines appropriate, which may include:

- a. Asking for the resignation of the officer.
- b. Making a formal recommendation that the officer be removed from office.

## **VIII. EXECUTIVE BOARD OFFICERS**

### **A. Officers of the Organization**

The Officers shall be elected annually, with the exception of the Parliamentarian, who shall be appointed by the incoming President, subject to approval by the Executive Board; and the President and Treasurer positions are automatically filled by the duly elected Vice President and Financial Secretary, respectively, from the

preceding year. The President, Treasurer, Financial Secretary and Auditor during any year shall not be related by blood or marriage or reside in the same household. The officers of the organization shall consist of the following:

1. President
2. Vice President
3. Treasurer
4. Financial Secretary
5. Secretary
6. Community Coordinator
7. Head Room Parent (HRP) Coordinator
8. Communications Coordinator
9. Auditor
10. Parliamentarian

#### **B. Co-Positions**

Two people may be elected to fill the same position. When co-officers are elected to fill a position, both persons shall be given all of the rights and responsibilities of the elected position.

#### **C. Officers Responsibilities**

The Officers are members of the Encinal PTO Executive Board.

##### **1. President**

- a. Heads the organization as the principle executive officer, subject to the control of the Executive Board and the direction of the membership.
- b. Presides at all Executive Board and General Membership meetings when present.
- c. Represents the organization as a member of the Menlo Park City School District Council.
- d. Selects and appoints the Parliamentarian and all Standing and Special Committees chairpersons, subject to approval by the Executive Board.
- e. Serves as an ex-officio member of all Encinal PTO committees.
- f. Perform other duties as may be prescribed in these Bylaws or assigned by the organization.
- g. Provides oversight and direction to committees and initiatives.

## **2. Vice President**

- a. Performs the duties of the President, in the absence of the President.
- b. Represents the organization as a member of the Menlo Park City School District Council.
- c. Participates on the Encinal PTO Nominating Committee.
- d. Performs such other duties as are assigned by the President or Executive Board.
- e. Becomes the President automatically, after serving the Vice President term.
- f. Provides oversight and direction to committees and initiatives, including but not limited to, membership, book fair and spirit wear.

## **3. Treasurer**

- a. Keeps an accurate record of all receipts and authorized expenditures of the organization.
- b. Prepares the annual school year budget with input from the President, Vice President and Financial Secretary for adoption by the General Membership.
- c. Presents the annual budget to the General Membership at the Regular General Membership Meeting.
- d. Receives all monies due and payable to the organization from all sources as collected by the Financial Secretary and deposits such funds in such banks or other financial institutions as selected by the Executive Board.
- e. Make disbursements as authorized by the President, Executive Board, or General Membership in accordance with the budget adopted by the membership.
- f. Collects all membership dues and provides an accurate list of the Voting Members to the Recording Secretary.
- g. Reports financial receipts and disbursements at each Regular General Membership Meeting and at other times as requested by the Executive Board.
- h. Prepares and files all the necessary report forms required by the PTO, insurances, and tax returns as required by government agencies.
- i. Provides oversight and direction to committees and initiatives.

## **4. Financial Secretary**

- a. Gives a receipt for all monies received for the organization and remits such funds at once to the Treasurer or deposits such funds at once in such bank or other financial institutions as selected by the Executive Board.



- b. Provides a deposit slip copy to the Treasurer for any deposited funds.
- c. Prepares all payment authorization forms as authorized by the Executive Board and forwards such forms for authorized signatures.
- d. Perform such other duties as may be assigned by the President or the Executive Board.
- e. Becomes the Treasurer automatically, after serving the Financial Secretary term.
- f. Provides oversight and direction to committees and initiatives.

**5. Secretary**

- a. Prepares and maintains accurate minutes of the proceedings of the General Membership and Executive Board.
- b. Keeps current copies of all organizational documents and records.
- c. Performs other duties as may be prescribed in these Bylaws or assigned by the President or organization.
- d. Conducts all necessary Encinal PTO correspondence to volunteers, merchants and Executive Board members to acknowledge appreciation of volunteer time, donations, special events, and any correspondence deemed appropriate by the Executive Board.
- e. Notifies officers of their election and chairpersons of their appointment.
- f. Provides oversight and direction to committees and initiatives.

**6. Community Coordinator**

- a. Responsible for oversight of PTO efforts to build a sense of community among all students and families.
- b. Coordinate efforts to provide additional support to students/families as needed.
- c. Provides oversight, support and direction to committees and initiatives, including, but not limited to, Caring and Sharing, fall community events, spring community events, Cultural Arts Day, 5<sup>th</sup> grade celebratory events, and kindergarten playdates / meet and greets.

**7. HRP Volunteer Coordinator**

- a. Responsible for head room parent selection for Encinal at the beginning of the year.
- b. Responsible for the training and coordination of the head room parents.
- c. Oversees the communication between head room parents and PTO Executive Board.

- d. Provides oversight, support and direction to committees and initiatives, including art, garden, library and staff appreciation

**8. Communications Coordinator**

- a. Manages Encinal written and electronic PTO communications of sponsored programs and benefits to the Encinal School community.
- b. Coordinates with the Executive Board and committee chairpersons to determine proper timing and selection of media format (e.g. newsletter, flyer, on-campus poster) for optimal communication to the Encinal School community.
- c. Provides oversight, support and direction to committees and initiatives, including the newsletter, website, marquee and yearbook.

**9. Auditor**

- a. Audits the books and records of the organization for the six (6) month fiscal periods ending in January and August.
- b. Prepares and presents a report of such audits to the Executive Board.
- c. Audits the books and records upon the resignation of the Treasurer or Financial Secretary or at any other time deemed advisable by the Executive Board.
- d. Provides oversight and direction to committees and initiatives.

**10. Parliamentarian**

- a. Attends all Executive Board and General Membership meetings and gives necessary advice in parliamentary procedure when requested.
- b. Presides over all Nominating Committee meetings to provide procedural guidance and participates on as a member. For further description of Officer Election and Nominating Committee, see Bylaws, Section IX. Officer Election and Section X. Standing Committees, A. Nominating Committee.
- c. Conducts the election of the officers at the last General Membership meeting.
- d. Reviews the Bylaws and Standing Rules annually and update as necessary.
- e. Provides oversight and direction to committees and initiatives.

**IX. OFFICER ELECTION**

**A. Election Timing & Procedure**

**1. Timing**

- a. The Nominating Committee presents a slate of officers for elections at

least fourteen (14) days prior to the last Regular General Membership Meeting each school year.

- b. The election of officers shall take place during the last Regular General Membership Meeting of the school year.

## **2. Election Voting**

- a. All Voting Members may participate in the election at the last Regular General Membership Meeting of the school year.
- b. The Nominating Committee will call for further nominations from the floor at the last Regular General Membership Meeting of the school year.
- c. If the election slate is non-contested, the election may be by voice vote.
- d. Any contested election shall be by written ballot.

### **a. Terms of Office Rules**

#### **1. Term of Office**

The term of each officer shall be one year, beginning on August 1 and ending on July 31 of each year.

#### **2. No Election for Office of President, Treasurer and Parliamentarian**

- a. There shall be no election for the office of President, as the Vice President shall automatically assume the position of President at the completion of the Vice President term.
- b. There shall be no election for the office of Treasurer, as the Financial Secretary shall automatically assume the position of Treasurer at the completion of the Vice President term.
- c. There shall be no election for the office of Parliamentarian, as the Parliamentarian is an appointed position by the President.

#### **3. Multiple Terms of Office**

A Voting Member who has previously served as an Executive Board Officer, may be elected to the same Officer position or a different Officer position.

#### **4. Transition Period**

After the election of the new Officers and before the new term of office, the Vice President may call meetings of the new Executive Board to ratify the committee chairpersons appointments and to make plans for the next school year.

### **b. Nominating Committee**

The membership of the Nominating Committee is defined at Section IX. The Nominating Committee is responsible for the following:

- i. Receives all suggestions for persons to serve as officers.

- ii. Contacts all persons who will be nominated to confirm their willingness to serve.
- iii. Ensures all nominees are Voting Members and otherwise eligible to serve in the office.
- iv. Presents a slate of officers for election to the Executive Board.
- v. Presents the slate of officers for election to the General Membership at least fourteen (14) days before the Regular General Membership meeting.

**c. Selection**

A majority of the votes cast by the Voting 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.

**d. Vacancies**

- i. Any vacancy in office because of death, resignation, inability to serve or for any other reason shall be filled by the Executive Board for the unexpired portion of the term.
- ii. Should a vacancy occur in the office of President, the Vice President shall immediately assume the office of President.
- iii. Should a vacancy occur in the office of Vice President for any reason, the vacancy shall be filled by election at the next Regular General Membership meeting, consistent with the procedures as defined by these Bylaws.

**X. STANDING AND SPECIAL COMMITTEES**

**a. Nominating Committee**

The Nominating Committee is a standing committee of the organization and shall carry out its responsibilities as described in Section IX. Officers Election, C. Nominating Committee of these Bylaws.

- 1. The Nominating Committee shall be composed of five (5) persons who shall be selected by the Executive Board, which shall include the Vice President and the Parliamentarian, at least two months prior to the last Regular General Membership meeting of the school year.
- 2. The Vice President shall serve as one of the five (5) committee members.
- 3. The Principal of Encinal or a faculty member appointed by the Principal shall serve in an advisory capacity.
- 4. The Parliamentarian shall serve as one of the five (5) committee members.

**b. Establishing a Standing Committee**

A Standing Committee shall be created for a specific task which is recurring each school year. A Standing Committee shall cease to exist when the Executive Board deems it appropriate.

1. The Executive Board may establish a standing Committee as it deems necessary and advisable.
2. The President shall appoint the chairpersons of all Standing Committees
  - a. Standing Committee Chairpersons shall serve as ex-officio member of the Executive Board without voting privileges.
  - b. Only Voting Members may serve as chairpersons.
3. The committee chairperson shall recruit the members for the committee
4. Any Regular, Voting or Honorary members may serve as a committee member.
5. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

**a. Establishing a Special Committee**

A Special Committee shall be created for a specific task unique to the specific school in which it's established. A Special Committee shall cease to exist when the task is completed or at the end of the school year.

1. The Executive Board may establish a Special Committee as it deems necessary and advisable.
2. The President shall appoint the chairpersons of all Special Committees.
  - a. Special Committee Chairpersons shall serve as ex-officio member of the Executive Board without voting privileges.
  - b. Only Voting Members may serve as chairpersons.
3. The committee chairperson shall recruit the members for the committee.
4. Any Regular, Voting or Honorary members may serve as a committee member.
5. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

**XI. FINANCES**

**A. Fiscal Year**

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

**B. Fiscal Year Budget**

At the first Regular General Membership meeting of the school year, the Executive

Board shall present a budget of anticipated revenue and expenses.

1. The budget shall be used to guide the Executive Board activities and operations during the year.
2. Any substantial deviation from the budget must be approved in advance by the Voting Membership.

### **C. Financial Obligations**

1. The Executive Board may authorize any officer(s) to enter into contracts or agreements for purchase of materials or services on behalf of the organization.
2. The officer(s) shall not have the authority to enter into such agreements on behalf of Encinal School or the school district and shall not represent themselves to have such authority.

### **D. Loans**

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

### **E. Commercial Paper**

All checks, drafts or other orders for money payment on behalf of the organization shall be signed by at least two of the following: Treasurer, the President or the Financial Secretary, or by any other person as authorized in writing by the Executive Board.

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

1. 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 selected by the Executive Board.
2. The Treasurer shall make disbursements as authorized by the Executive Board in accordance with the budget adopted by the Voting Membership.
3. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from the receipt of the funds and/or payments.

### **G. Financial Reports**

#### **1. General Membership Meeting Report**

The Treasurer shall present a financial report at each Regular General Membership Meeting.

#### **2. Audit Report**

- a. The Auditor shall audit the fiscal year's financial report and the accounts at a minimum of two (2) times a year: first 6 month period ending January 31 and second 6 month period ending July 31<sup>st</sup>.
- b. Upon Resignation of the Treasurer or Financial Secretary, or any time deemed advisable by the Executive Board, the Auditor shall conduct an

audit of the financial report and the accounts.

#### **H. Joint and Sole Fundraising**

The Encinal PTO and other joint fundraising organizations or entities created to support the MPAEF and school PTO organizations within the MPCSD (including for the avoidance of doubt, the One Community Campaign (OCC)) may conduct joint fundraisers during the year as mutually agreed upon. This does not preclude the Encinal PTO from conducting its own individual fundraisers.

### **XII. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Voting Members at any Regular or Special General Membership Meeting.

### **XIII. STANDING RULES**

Standing Rules for operation of the organization that do not in conflict with these Bylaws may be approved by the Executive Board and the Parliamentarian shall keep a record of the Standing Rules for reference.

### **XIV. DISSOLUTION**

The organization may be dissolved with previous notice of at least fourteen (14) calendar days and a two-thirds (2/3) vote of those present at any Regular or Special General Membership meeting. Upon dissolution of the organization, its assets remaining after payment, or provision of 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 and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

### **XV. PARLIAMENTARY AUTHORITY**

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

### **XVI. AUTHORITY**

If any of the Bylaws shall conflict with the decisions, policies, or procedures adopted by the Menlo Park City School Board, they shall be deemed null and void.

## **Approval by the Encinal School PTO General Membership**

These revised and updated Bylaws were approved by the Encinal School PTO Voting Members by a majority vote during the Regular General Membership meeting, properly called on November 12, 2020 and shall take effect immediately.

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Nicole Carvalho-Lee  
Encinal School PTO Parliamentarian