

**Bay Laurel Elementary School
Parent Faculty Association
Bylaws
As Amended May 12, 2015 under Julee Gould/PFA**

ARTICLE I -- Name and General Purpose

- A. *Name.* The name of this organization shall be "Bay Laurel Elementary School Parent Faculty Association," hereinafter referred to as the "PFA."
- B. *Purpose.* The PFA is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- C. *IRC 501(c)(3).* The PFA is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code in order to support the educational activities at Bay Laurel Elementary School, a public school in the Las Virgenes Unified School District, Calabasas, California.
- D. *Politics/Endorsements.* No substantial part of the activities of the PFA shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the PFA Board shall not participate or intervene in any political campaign (including the publishing or distribution of statements, or fundraising) on behalf of any candidate for public office. Neither the name of the PFA nor the names of its officers in their official PFA capacities shall be used in connection with a commercial concern nor with any partisan interest nor for any purpose other than the regular work of this PFA.
- E. *Conflicts.* No Executive Board officer or general member shall engage in any act or activity while representing the PFA which would tend to create an unfavorable impression or unfavorable publicity or in any way be contrary to the general interest of the PFA. PFA funds shall not be used to grant personal loans, and no member of the PFA, other than the President, shall have the power to sign any contract, legally obligate the PFA, or incur any expense in the name of the PFA without prior approval as set forth in the Executive Board Operations and Procedures Manual or List of Roles and Responsibilities.

ARTICLE II -- Objectives

- A. *Fundraising.* The PFA shall raise funds to provide educational programs, materials and beneficial services for the school.
- B. *Information.* The PFA shall endeavor to further the educational welfare of students and maintain a line of communication between home and school. The PFA shall keep the membership informed of legislation pertinent to education and our school district and keep the membership informed about district related issues.
- C. *Activities.* The PFA shall assist the school staff in youth activities.

ARTICLE III -- Membership

- A. *Members.* All parents and legal guardians of Bay Laurel students are the PFA's sole members, hereinafter referred to as "general members." All members are equal and their rights shall be equal, except where otherwise herein specified.

- B. *Dues.* There shall be no dues for membership.

ARTICLE IV -- Structure

- A. *Executive Board.* The PFA shall be led by a group of officers known as the "Executive Board." The officers on the Executive Board shall be President, Executive Vice President, Administrative Vice President, Treasurer, Secretary, and such Interest Group Directors as the Board shall establish in its Operations Manual and/or list of Roles and Responsibilities.
- B. *Voting.* Every Executive Board Member shall have one vote, except that President shall vote only when necessary to break a tie vote. The Board shall act by majority vote.
- C. *Sharing Positions.* No more than two people may share any one position. If two people share a position, each will still have one vote. The two must work together and report to the Board as a unit.
- D. *Chairpersons.* Executive Board officers may not serve as PFA committee chairpersons, except in cases where event chairperson positions are unfilled after significant attempts to fill them from outside the Board.
- E. *Committees.* The Executive Board shall annually determine the PFA committees, liaisons, and representatives and shall assign these PFA committees, liaisons and representatives to common Interest Groups, headed by a Director or other Executive Board officer. The Executive Board shall fill by appointment any vacancies in these positions during the term of office created by resignation or removal from office.
- F. *Governing Documents.* The Executive Board shall annually review PFA policies and revise operating rules and procedures for the PFA, which shall be set forth in an Executive Board Operations and Procedures Manual and List of Roles and Responsibilities. Such rules and procedures may be more specific than these bylaws but may not conflict with them. In the event of a conflict, these bylaws have precedence.

ARTICLE V -- Term of Office and Fiscal Year

- A. *Terms.* Executive Board officers shall be elected to a term of one year, with the understanding that each Board member ideally will serve in the same position for two years. Officers may not serve in the same position for more than two consecutive terms unless no other qualified candidates are presented for election.
- B. *Timing.* The term of office of all Executive Board officers, committee chairpersons, liaisons and representatives shall commence on the day of Installation, or the first day of July, whichever is first, and end on the last day of June or the date of the next installation, whichever is first. Any Executive Board officers, committee chairpersons, liaisons and representatives appointed between July 1 and June 30 shall assume responsibility for their positions upon appointment.
- C. *Fiscal Year.* The fiscal year shall commence on the first day of August and end on the last day of July.

ARTICLE VI – Meetings, Quorum, E-Voting, Telephone Attendance

- A. *Annual Meeting.* The Executive Board shall hold an annual meeting, in January of each year if possible. Notice of the Annual Meeting shall be posted, mailed or electronically transmitted at least 15 days before the meeting.

- B. *Regular and Special Meetings.* The Board shall establish the time and place of regular or special meetings, and shall hold meetings for the general membership at least once each academic trimester. The meetings shall include opportunities for members to request time on the agenda. Notice of the time, date and location of these meetings must be posted, mailed, or electronically distributed at least two weeks prior to the meetings. Special meetings of the Board for any purpose may be called at any time by the President, with electronic or other notice 48 hours prior to the meeting. Although these bylaws provide alternatives to in-person attendance at meetings, all officers should make every effort to attend all meetings in person.
- C. *Quorum.* For meetings of the Executive Board, a quorum shall be met if a majority of the officer positions are present, i.e., if two people share one position, only one need be present for the position to count toward a quorum.
- D. *Telephonic Attendance Allowed.* Officers may participate in any meeting through the use of conference telephone or similar communications equipment, as long as all meeting participants can hear one another.
- E. *Electronic Voting Allowed.* Unless and until disallowed by California or federal law, officers are expressly permitted to vote electronically. However, a quorum cannot be created by anyone e-voting.
- F. *Proxy Voting Allowed.* An absent officer may give a written proxy to another officer, allowing that person to vote for him or her. The proxy may list the way the absent officer wishes to vote, or may give the right to vote to the officer holding the proxy. All proxies will be made part of the meeting minutes and be kept by the Secretary. A quorum cannot be formed by proxy.
- G. *Committee Meetings.* Committee meetings, special interest meetings, and PFA-sponsored activities and events shall be scheduled and publicized as set forth in the Executive Board Operations and Procedures Manual.

ARTICLE VII – Elections, Installation

- A. *General Election.* Executive Board officers, except for Administrative Vice President, shall be elected by the parent body. Such election shall be held annually by April 30th. The candidate with the most votes for a given position shall be elected to that position.
- B. *Eligibility.* Only parents and legal guardians of Bay Laurel students may run for election. A person may run for only one office during any given election.
- C. *Administrative Vice President Responsibility.* The election shall be conducted by an Election Committee, comprised of the following: Administrative Vice President as Chairperson, two parents who are not Executive Board officers, and one staff member. If the Administrative Vice President is running for office, a current Executive Board officer who is not running for office shall serve on the Election Committee, as appointed by the Executive Board. If there is no such Executive Board officer, the Election Committee is reduced by one member and the Election Committee will select one of its members to serve as chairperson. The members of the Election Committee shall be approved by a majority vote of the Executive Board in February.
- D. *Committee Duties.* The Election Committee shall: (1) Publicize available Executive Board positions, define job responsibilities, and request nominations from the general members by posting, printed materials, or electronic materials in February; (2) seek additional potential candidates and confirm the interest of candidates; (3) prepare a ballot with instructions for

voting and distribute through printed or electronic materials no later than March of each year; (4) verify the returned ballots and count the votes; (5) notify the officers of their election and electronically publish a list of the new Executive Board for the general membership.

- E. *Installation.* An installation ceremony shall confirm the newly-elected Executive Board in June. The term of office shall commence on the first day after installation and end on the last day of the following June, unless the next installation is earlier. However, the newly-elected Executive Board may meet any time following the election, ratify the PFA budget for the succeeding school year, appoint committee chairpersons, liaisons and representatives for the succeeding school year, commence its own mentoring and goal setting, and make such other decisions which impact the succeeding school year.

ARTICLE VIII – General Duties of the Executive Board Officers

- A. *Specifics in Operations and Procedures Manual and List of Roles and Responsibilities.* These bylaws list only the general duties of the Executive Board officers, and the specific duties are listed in the other governing documents.
- B. *President.* The President must have already served two years on the Board before becoming President, and have been Executive Vice President, although at least three years are recommended. In the event that there are no current Board members who wish to serve as President, this prior term requirement may be waived. The President serves as the Chief Executive Officer of the PFA, with authority for general supervision, direction and control of the business, officers, committee chairpersons, liaisons and representatives of the PFA. The President is an ex-officio member of all PFA committees, unless otherwise specified. The President is an authorized signatory on PFA checks drawn on PFA accounts.
- C. *Executive Vice President.* The Executive Vice President ("EVP") must have already served one year on the Board before becoming EVP, although at least two years are recommended. In the event that there are no current Board members who wish to serve as Vice President, this prior term requirement may be waived. The EVP shall assist the President in all duties and perform those duties in the event of the President's absence, incapacity or failure to act. The EVP shall succeed the President in the event of the President's resignation or removal from office until such time as the Executive Board appoints a candidate to fill the vacancy left by the President's resignation or removal. The EVP is an authorized signatory on PFA checks drawn on PFA accounts.
- D. *Treasurers.* The Executive Board shall include two people serving as Treasurers, on staggered terms, so that a more senior Treasurer can train a more junior Treasurer. The Treasurers shall serve as treasurer for all PFA committees, activities, projects and events; prepare all budget statements; receive and deposit all PFA money in the appropriate PFA bank accounts; dispense all funds as directed by the approved PFA budget, by a majority vote of the Executive Board and/or these bylaws. The Treasurers are authorized signatories on PFA checks drawn on PFA accounts.
- E. *Secretary.* The Secretary shall record, keep and publish the official minutes of all PFA and Executive Board meetings; sort and distribute all PFA mail; conduct all correspondence as requested by the President and maintain all PFA correspondence files; and maintain all PFA non-financial files and records.
- F. *Interest Group Directors.* The Interest Group Directors shall oversee the committees, liaisons and representatives and activities, projects and events of their respective Interest Groups; coordinate all necessary information and meetings between committee chairpersons, liaisons and representatives and the Executive Board; Ensure that committee chairpersons, liaisons and representatives make presentations to the Executive

Board, as needed, and obtain all necessary approvals from the President, Executive Board, and Principal.

- G. *Administrative Vice President-Selection and Eligibility.* The Administrative Vice President ("AVP") must have served as a member of the preceding Executive Board and be appointed by the newly-elected Executive Board. In the event that there are no current Board members who wish to serve as Administrative Vice President, this prior term requirement may be waived. The newly-elected Executive Board shall offer this position to the preceding Executive Board officers who chose not to run or were not elected to the new Executive Board. The right of refusal shall be in descending rank order of the Executive Board officers, as listed in this Article, Article VIII, who are leaving the elected Executive Board. Interest Group Directors shall be ranked in order of their years of previous Executive Board experience.
- H. *AVP—Duties.* The AVP shall assist the Board in all ways needed and fulfill the duties listed in these bylaws regarding elections. The AVP shall also serve as parliamentarian and ensure that all meetings are governed by a basic set of Robert's Rules of Order as set forth in the Executive Board Operations and Procedures Manual. The AVP shall also mentor newer Executive Board members.

ARTICLE IX -- Decision-Making and Authority

- A. *Parents/Guardians.* All parents and legal guardians shall: (1) have a reasonable opportunity to review and give input on the annual PFA budget for the succeeding school year and have a chance to approve the budget in its final form by a majority vote through posting or electronic transmissions; (2) have the right to review and approve any expenditure that cannot be reasonably associated with a line item already set forth in the approved PFA budget; and (3) have the right to review and approve any additional expenditure within an approved line item which will exceed or reduce the set budget by \$5,000.00 or more or by 25% or more, whichever is greater.
- B. *Executive Board.* The Executive Board shall: (1) have the ultimate authority to approve an activity, project or event when that activity, project or event is new or significantly different from the preceding year; (2) have the ultimate authority to approve a budget for an activity, project or event which is new or significantly different from the preceding year; and (3) have sole authority for decision-making not addressed within these bylaws.

ARTICLE X -- Resignation and Removal from Office

- A. *Resignation--Officers.* An Executive Board officer may resign from office if the resignation is presented in writing and personally delivered to the President. The President must immediately advise the Executive Board of the resignation. In the event the President chooses to resign, the President must deliver the written resignation to the Executive Vice President who will immediately advise the Executive Board. In the event of resignation prior to the termination of the Treasurer's term of office, the Treasurer must prepare or assist the co-Treasurer in preparing a final financial report before the resignation may be considered.
- B. *Resignation--Committee Chairpersons.* A committee chairperson, liaison or representative may resign from office if the resignation is presented in writing and personally delivered to the respective Interest Group Director along with all records, books, PFA money and other materials pertaining to the committee, activity, project or event. The Interest Group Director will notify the Executive Board.
- C. *Removal.* Any Executive Board officer, committee chairperson, liaison or representative may be removed from office when the Executive Board determines by a two-thirds vote at

an open meeting, with at least 14 days notice to the person to be removed, that one or more of the following grounds for removal exists:

1. The person fails to fulfill the responsibilities of the position.
2. The person significantly interferes with the operation of the Executive Board or the PFA.
3. The person knowingly violates one or more PFA policies and/or procedures in a significant manner.

ARTICLE XI -- PFA Bank Accounts

- A. *FDIC Accounts.* All monies of the PFA shall be deposited by the Treasurer or designee(s) in one or more federally insured banks or savings and loans approved by the Executive Board. No account of the PFA shall ever exceed FDIC limits. The authorized signatories of the account(s) shall be the President, Executive Vice President, and Treasurer on a joint account basis. In the event that any of the above-mentioned authorized signatories decline to assume signatory duties, the treasurer may appoint a PFA Board Member as signatory on PFA checks drawn on PFA accounts, to be approved by a majority of the PFA Board. Any two of the authorized signatures shall be required to validate checks drawn on the account(s). The account(s) shall be carried in the name of Bay Laurel Elementary School Parent Faculty Association. Disbursements shall be made in accordance with these bylaws and the PFA Executive Board Operations and Procedures Manual.
- F. *Statements and Reconciliations.* Bank statements must be received and opened by the President or Vice President, and Bank Reconciliations must be approved monthly by the Administrative Vice President.

ARTICLE XII -- Amendments and Revisions

These bylaws may be amended or revised by a two-thirds vote of PFA members attending a properly convened meeting, after posting or electronic transmission to as many general members as is practicable, at least 10 days before the meeting.

ARTICLE XIII -- Dissolution

The property of the PFA is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, its assets remaining after payment of all debts and liabilities of this 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 Section 501 (c) (3) of the Internal Revenue Code.