

Orangevale Open K-8 Parent Teacher Student Organization

ARTICLE I -- Name

The name of the organization is Orangevale Open K-8 Parent Teacher Student Organization. It shall be hereafter referred to as "the PTSO."

ARTICLE II – Mission Statement (Object)

The specific purpose of the PTSO is to provide support and assistance to Orangevale Open K-8 School, including, but not limited to, support for academics, art, music, outdoor education, PE, technology, philanthropic endeavors, and other programs, services and acquisitions deemed to be in the best interest of the students, staff, or school. The PTSO strives to help Orangevale Open to maintain a high educational standard for its students despite ongoing cuts and fluctuations to the school budget and services.

The PTSO is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. (IRS Mandate 03-17)

ARTICLE III -- Goals

The Goals of the PTSO shall be:

Community Building - To develop, plan and participate in events, assemblies and open houses; sponsor activities that involve more parents in school programs, such as providing babysitting for meetings and activities; and assist in communicating school activities to the entire Orangevale Open K-8 School community.

Parent Education - To organize information sessions for parents on any issue concerning the social, health, and educational well-being of the students and community of Orangevale Open K-8 School in coordination with existing programs.

Fund Raising - To plan and implement activities for the primary purpose of collecting money for room funds, special projects, and the other needs of the students and Orangevale Open K-8 School programs.

Organize and/or Facilitate Special Projects - To organize and fund projects that will enhance the social and educational well-being of teachers, parents, guardians and students at Orangevale Open K-8 School.

Accounting---To maintain proper bookkeeping in order to retain the 501©3 and meet the needs of the program at grade and PTSO levels.

ARTICLE IV - Structure of the OVO K-8 PTSO

1. Membership

Membership of the PTSO shall be comprised of all Orangevale Open parents/guardians, teachers and staff. Members shall have the right to attend all meetings, to vote at general meetings and to sit on committees of the PTSO. It is each member's responsibility to bring forward ideas to improve Orangevale Open K-8 School for students, teachers and families.

Orangevale Open students are included and encouraged to participate in the decision-making process at the school through the Student Council and may attend the general PTSO meetings.

2. PTSO Parent Representatives

A parent representative shall be selected for each classroom either by election among parents in the classroom or by self-volunteering. The parent representative is expected to attend general meetings of the PTSO and to advise other classroom parents of the business of the PTSO. Parent representatives communicate with parents during monthly class meetings and may choose to also communicate by including information in a classroom newsletter, by phone calls or in person conversation with families of the classroom.

3. Committee Chairpersons

Sub-Committees of the PTSO within the standing committees of 1) Programs and Activities, 2) Finance and Fundraising, and 3) Hospitality and Outreach shall carry on the work of the PTSO. Chairpersons of sub-committees, all of whom shall be members of this organization, shall be approved by the Board of Directors. The term of office of chairpersons shall be one year or until successors have been appointed.

ARTICLE V – Board of Directors

The Board of Directors of the PTSO will be: Chair, Vice-Chair, Secretary, and Treasurer for the General Fund and Grade Fund Treasurer and 2 directors per standing committee; Programs and Activities, Finance and Fundraising, and Hospitality and Outreach. The Board of Directors shall consist of the 11 elected Directors of the PTSO. Open seats for the Directors of the Board shall be determined by a majority vote of those members present at the annual meeting.

Director's terms will begin July 1 following their election and last for two (2) years. If any seats are vacant at the beginning of a term, those board members will be determined at the earliest opportunity. Board members elected mid-term will become effective immediately. Board members elected mid-term will complete the 2-year term to which they are elected. Officers and Directors of the PTSO shall maintain staggered terms so as to provide oversight, accountability and historical perspective for incoming directors. The Chair, Treasurer of the General Fund, and Three Directors will be elected and begin their 2-year terms in even years. The Vice-Chair, Grade Treasurer, Secretary, and Three (3) Directors will be elected and begin their 2-year terms in odd years. In order to get on this staggered cycle the Chair, Treasurer of the General Fund and Three Directors will run for a 1-year term beginning July 2021, after which point the terms for this group will be for 2-year terms beginning in July of even numbered years. Directors are obligated to attend all meetings. In the event absence is unavoidable, they are expected to contact the Chair, Vice-Chair or Secretary to advise them of their inability to attend. Officers exceeding three unexcused absences in one year may be excused from the Board. Replacement elections for any director not serving a full term will be held at the next general meeting of the PTSO.

Officers of the Board shall be a subset of the Directors and shall be determined by majority vote of those members present at the annual meeting. All elected officers will hold office for one (2) years term.

Responsibilities of the PTSO Officers:

1. Chair

The Chair will preside at all meetings of the organization. The Chair will have general supervision, direction and control for the affairs of the PTSO and Board; and will vote only in a tie-breaking situation. He/she will be a member ex-officio of all regular and special committees, and will perform

all such other duties as pertain to this office. The Chair shall support the efforts of the Treasurer and Grade Treasurer to make sure the 501(c) 3 is maintained by filing a 990 every year (fiscal years are Aug1 - July 31).

2. Vice Chair

The Vice Chair will attend all meetings of the organization including the Board of Directors meetings. The Vice Chair will perform the duties of the Chair in his/her absence or at the request of the Chair. Vice Chair will assist Chair in the direction and control for the affairs of the PTSO and Board. Vice Chair may be called upon to act as Chair in the event the position becomes vacant. The Vice Chair will be an ex-officio member of the Programs and Activities Committee of the PTSO.

3. Secretary

The Secretary will keep a true and complete record of all the minutes of the PTSO and the Board and will have custody of any books and papers of account. Through the minutes, he/she will notify all members of the annual meeting and any special meetings at least one week (5 school days) prior to the meeting. The Secretary will perform such other duties as may be prescribed from time to time by the Board, including acting as signature authority on PTSO checks as requested by Chair. The Secretary will be an ex-officio member of the Hospitality and Outreach Committee of the PTSO.

4. Treasurer of the General Fund--Head PTSO Treasurer

The Treasurer of the General Fund will have charge of funds of the PTSO and he/she will place them in the banks as directed by the Board Members. The PTSO money will only be withdrawn by check signed by the treasurer or another officer of the PTSO designated by the Board for the payment of bills approved by the Board of Directors. The Treasurer will keep an accurate account of all his/her transactions and all committee bank statements and render a report at any meeting of the Board of Directors when requested and an annual report to the PTSO in May. The Treasurer of the General Fund will be an Ex-Officio member of the Finance and Fundraising Committee of the PTSO. The PTSO Treasurer will file taxes annually and report on the status our 501c3 at each annual meeting. The PTSO treasurer will work in concert with the grade treasurer to maintain and update the treasurer handbook and treasury calendar/ SOP.

5. Grade Treasurer---Head Grade Treasurer

The grade treasurer will have charge of PTSO class and grade level funds. He/she will oversee the management of those funds in the grade accounts as specified in the Treasury handbook and Treasury calendar/Sop. All funds will be paid by check from the PTSO class accounts as indicated in the budget. Each and every check from class accounts shall be signed and cosigned by two (2) Finance Team members, as appointed by the grade treasurer after the Annual meeting of the PTSO, and approved by the board. The Room Fund Treasurer will keep an accurate account of all monthly class account statements, and all individual funds with the support of The Finance Team and render a report at any meeting of the Board of Directors when requested and an annual report to the PTSO in June. The Room Fund Treasurer will be an Ex-Officio member of the Finance and Fundraising Committee of the PTSO. The Grade Treasurer will work with the PTSO Head treasurer to file taxes annually and update and maintain the treasury handbook.

ARTICLE VI -- Committees of the OVO K-8 PTSO

There will be three standing committees of the PTSO: 1. Programs and Activities; 2. Finance and Fundraising, and 3. Hospitality and Outreach. Other ad hoc committees may be formed and disbanded as determined necessary by the PTSO Board members. Sub-Committees within these three standing committees will carry on the work of the PTSO.

Chairpersons and members of sub-committees, all of whom shall be members of this organization, will be appointed by the Board of Directors. The term of office of chairpersons will be one (1) year or until replaced by the PTSO Board of Directors, whichever comes first.

1. Programs and Activities

The goal of the Program and Activities committee will be to plan and execute all educational programs and non-fundraising activities especially as related to the Community Building and Parent Education goals of the PTSO. The Vice Chair of the Board of Directors will act as an ex-officio member of this committee. Chair to this committee will be by vote of the PTSO.

2. Finance and Fundraising

The goal of the Finance and Fundraising Committee will be to plan and execute all fundraising activities of the PTSO on behalf of the Orangevale Open School Program and provide oversight to Grade Level funds. Activities of the committee will include development and monitoring of the PTSO budget, selection of fundraising activities necessary to meet the PTSO and Grade Fund budgets, and supervision of all fundraising activities as approved by the PTSO. The Treasurers of the Board of Directors will act as ex-officio members of this committee. Chairs to this committee will be by vote of the PTSO. The Finance Team shall be a subcommittee in charge of tracking and oversight of all grade funds including (but not limited to) grade income and expenses, budget generation, and individual account statements and tracking. All fundraising shall be done with the express Permits and guidelines of the attorney General's office as appropriate. The goal of any high effort fundraiser should be a 50% + profit. The Finance and Fundraising Committee shall maintain and update the Treasury Handbook and work in concert with the SBMT /PTSO Liaison to make sure that the SBMT Committee is apprised of any financial rule changes and status.

3. Hospitality and Outreach

The goal of the Hospitality and Outreach committee will be to encourage involvement of parents in activities of the PTSO and in the Orangevale Open School community. The committee is responsible for several events during the year, including the Back-to-School Picnic, Tours for Prospective Parents, and Teacher/Staff and Volunteer Appreciation. The Hospitality and Outreach committee will assist the Board of Directors in contacting parents regarding PTSO meetings, volunteer recruitment and other school events. The Outreach committee will serve as the nominating committee to assist in the identification of potential candidates for elected positions on the PTSO and candidates to serve as Parent Representatives for the Site-Based Management Team. The Secretary of the Board of Directors will act as an ex-officio member of this committee. Recruitment will ultimately fall on the membership of the PTSO and normal operations may be suspended until mission critical positions are filled. The treasury positions guidelines (page 1) are enumerated in the treasury Calendar /SOP in the case of empty positions .

ARTICLE VII -- Meetings

Annual Meeting

The annual meeting of the PTSO will be the last meeting of the year. The purpose of the Annual Meeting will be to select Officers to the Board of Directors. The purpose of the Annual Meeting will also be to approve the PTSO budget for the new school year.

1. Regular Meeting

A regular membership meeting for the transaction of the PTSO business will be held at such time and place as the Board of Directors may direct. The PTSO meeting times, dates and locations will be decided upon before the start of the school year and will be published in the school calendar and in the newsletter upon its first publication in the new school year. The membership must be notified seven (7) days in advance of

any change to day, time or place of the meeting.

2. Special Meeting

A special meeting may be held at a time and place upon the call of the Chair or upon the call of a minimum of eight (8) members of the Board of Directors.

3. Board of Directors Meeting

A minimum of four meetings of the Board of Directors will be convened each calendar year. The first meeting of the Board of Directors will be scheduled by the Chair to be held some time prior to the commencement of the new school year. At the first meeting, the Board of Directors will schedule a minimum of three additional meetings. One meeting will be at a selected time in January or February and will focus on revisions of the budget. This meeting will be attended by Board members only and any actions will be voted on at the next regularly scheduled PTSO Meeting.

4. Quorum

A quorum for regular meetings shall consist of the membership present including directors and officers at any general meeting.

5. Voting

Unless specifically stated otherwise in these bylaws, all votes shall be approved by a majority vote (50 percent + 1) of the members present at the meeting.

6. Order of Business

The order of business for all meetings of the PTSO will be as follows:

1. Call to order and introductions
2. Secretary's report
3. Principal's report
4. Treasurer's report
5. Proposals for vote
6. Committee reports
7. Old business
8. New business
9. Announcements
10. Adjournment

7. Parliamentary Procedure

All meetings shall be governed by the latest edition of "Robert's Rules of Order," so far as they are not contrary to these bylaws and the spirit of the PTSO.

ARTICLE VIII -- Finances

The PTSO will adopt a Board recommended budget for the upcoming school year at the Annual Meeting by a majority vote of the members at the annual meeting. The Budget will be established to meet the major goals of the PTSO. Members will adopt grade-level budget for the current school year at the end of the school year or at the earliest opportunity of the school year.

Grade-Level Financial advisors shall be elected at the last grade meeting of each year for the next year. Standing rules of the PTSO for Fundraising and Scholarships will follow the Treasury Handbook.

All funds will be paid by check from the PTSO as indicated in the budget. Each and every check of the General Fund shall be signed and cosigned by two (2) individuals who can include: the Chair, Treasurers or Secretary of the Board or two (2) officers of a standing committee. Each and every check of the Grade Fund shall be signed and cosigned by two (2) Members of The Finance Team.

The Treasurers' accounts shall be examined annually by an auditor or an auditing committee. The auditing committee will be selected by the Board of Directors at the Annual Meeting. The auditing committee once satisfied with year-end financials shall sign a statement of fact to be attached to the year-end financials. The outgoing Treasurers may not hand over the books until the general ledger and bank statements balance.

ARTICLE IX -- SBMT Representation

The Site Based Management Team (SBMT) of Orangevale Open K-8 School is required to include representation from the parent/guardian community. Parent representatives are elected by the membership in the fall. A member of PTSO board will attend the monthly site based meeting.

ARTICLE X -- Electronic Means for Meeting Participation and Voting

Where any provision of these Bylaws calls for written notice, communication, a meeting, or voting, the PTSO, subject to the Officers' approval, is authorized to use electronic means to the fullest extent permitted under Division 2 of the California Corporations Code: California Nonprofit Corporation Law.

ARTICLE XI -- Amendments

Amendments to these Bylaws may be proposed by any PTSO member at a regular or special meeting called for that purpose.

Amendment must be passed by a majority vote of the general membership present at the meeting during which amendments are under consideration.

Amendments must be posted for two (2) weeks prior to being voted on by the Board and the general membership.

Article XII – Dissolution

The organization may be dissolved with previous notice (45 calendar days) and a two-thirds (2/3) majority vote of the general membership. Upon dissolution of the PTSO, assets shall be distributed to Orangevale Open K-8 School or another San Juan Unified Public School with 501(c)(3) status. If no such entity exists, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. (IRS Mandate 03-2017)

Article XIII – Standing Rules

Standing Rules are intended for use in conjunction with the PTSO Bylaws and Site Based Management Guidelines. Standing Rules govern the detailed operations of the organization but are secondary to and may not contradict the PTSO Bylaws and the Site Based Management Guidelines. Standing rules

shall be approved by the PTSO Board of Directors, and the Secretary shall keep a record of the standing rules for future reference.

1. At the beginning of his/her term of office, each member of the Board of Directors shall be given a copy of these bylaws and shall be responsible for making a thorough study of them. A copy of the bylaws shall be made available to any member of the organization upon request.
2. The PTSO meeting agenda must be published at least 72 hours prior to the general meeting. At least ten (10) days' notice, in writing, must be given to the Chair in order to have an item of business or an announcement placed on the PTSO agenda. This allows the Chair time to prepare the agenda and provide written notice to the members.
3. Fund proposals must be submitted by deadlines posted on the request form, and prior to the next Board of Directors meeting so that there is adequate time for consideration and clarification before presentation at the next general meeting. Funding Proposal forms are located in the Parent Workroom mailbox. Only requests with complete information will be considered.
4. When a recommendation for an item of business, including fund proposals, or an announcement that has not had prior consideration by the Board of Directors is brought to a PTSO meeting, it shall be referred to a committee and/or the Board of Directors for study.
5. Any non-PTSO material to be distributed at an organization meeting must be approved by the Board of Directors prior to the meeting.
6. Each officer and chairperson shall be responsible for keeping an up-to-date procedure book and for turning it over to the incoming officer or chairperson at the end of the term of office.
7. The Chair, subject to ratification of the Board of Directors, may appoint an assistant to any of the chairpersons.
8. The membership list/directory of this PTSO will be for the exclusive use of the organization and will not be available for distribution or purchase by any other organization or commercial entity. The membership list includes names, addresses, contact information, etc. to facilitate meeting the goals of the PTSO as stated in Article III of the bylaws.
9. Fiscal Guidelines.
 - a. Fiscal Year. The fiscal year will begin August 1st and end July 31st. Because taxes are filed on a Fiscal year basis, the Auditor or Auditing Committee term will begin August 1st and end July 31st.
 - b. Authorized payments. The Board of Directors may authorize the payment of other unbudgeted organization bills not to exceed a cumulative total of seven hundred fifty dollars (\$750) between meetings of the PTSO. Ratification of payment of these bills must occur at the next PTSO meeting and must be recorded in the PTSO minutes.

The general membership must authorize payment of the PTSO bills not already included in the budget (approved by the general membership) of any amount exceeding \$750. For expenditures not included in the budget (approved by the general membership) which exceed \$750, a majority vote of the general membership in attendance at the next meeting is required.

Article XIV – Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when

it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any officer, chairperson, or member of a committee with PTSO board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with PTSO board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Board of Directors shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings.

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

a. A voting member of the PTSO board or committee who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the PTSO board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. Members of the OVO K-8 PTSO who are non-district employees receiving \$5000 or less must submit Form #105928, San Juan Unified School District Services Agreement along with IRS Form W-9. Compensation will be issued by San Juan Unified School District and reimbursed by the OVO K-8 PTSO.

Section 6. Annual Statements.

Each officer and member of a committee with PTSO board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts.

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

Adopted by the Orangevale Open K-8 Parent Teacher Student Organization:

PTSO Chair

PTSO Secretary

Date of Adoption