



# AMENDED & RESTATED BYLAWS

Peninsula High School VPO

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Contents

Article I – Name ..... 3

    Official Name of the Organization ..... 3

    Aliases of the Organization ..... 3

Article II – Purpose ..... 3

Article III – Membership ..... 3

    Membership Types ..... 3

Article IV – Board of Directors ..... 4

    General ..... 4

    Nomination ..... 4

    Election ..... 4

    Removal and Vacancies ..... 4

    Term of Office ..... 4

    Restrictions ..... 4

    Resignation ..... 4

    Compensation ..... 5

    Powers of the Board of Directors ..... 5

    Duties of the Board of Directors ..... 5

Article V – Officers ..... 5

    Designation ..... 5

    Election of Officers ..... 5

    Removal of Officers ..... 5

    President ..... 5

    Vice President ..... 6

    Secretary ..... 6

    Treasurer ..... 6

    Community Liaison ..... 6

Article VI – Meetings ..... 6

    General Meetings of the Organization ..... 6

    Meetings of the Board of Directors ..... 6

    Special Meetings ..... 7

    Quorum ..... 7

    Proxies ..... 7

Order of Business .....	7
Article VII – Voting.....	7
Voting at General Meetings of the Organization.....	7
Voting at Board Meetings of the Organization.....	7
Article VIII – Committees.....	7
Committees of Directors.....	7
Other Committees .....	8
Article IX – Finances.....	8
Budget.....	8
Expenditures and Requests for Funds .....	8
Article X – Conflict of Interest .....	8
Personal Conflict of Interest .....	8
Professional Conflict of Interest.....	8
Article XI – Amendments.....	8
Amendments of the Articles of Incorporation.....	8
Amendments of the Bylaws .....	9
Article XII – Parliamentary Authority.....	9
Article XIII – Indemnification .....	9
Article XIV – Dissolution .....	9
Secretary Certification.....	9

## Article I – Name

### Official Name of the Organization

The organization shall be known as the Peninsula High School Volunteer Parents Organization (PHS VPO).

### Aliases of the Organization

The organization may be referred to as the Organization, VPO or the PHS Parents Club.

## Article II – Purpose

The VPO shall be organized so as to provide benefit to the students of Peninsula High School and shall specifically:

1. Provide volunteer assistance to the school, its staff and students;
2. Serve as a liaison between the school, parents/guardians of students and the community;
3. Raise funds in support of the school, school activities and the students;
4. Be limited to the purposes indicated above unless otherwise approved by the Board of Directors;

The Organization shall qualify as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The affairs of the Organization shall be conducted in such a manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax law(s).

## Article III – Membership

### Membership Types

Members of the organization shall consist of all parents and legal guardians of students in attendance of Peninsula High School.

1. Voting members:
  - a. Parents and legal guardians of students in attendance of Peninsula High School shall be voting members and as such are entitled to:
    - i. vote on matters of the Organization;
    - ii. participate in activities of the Organization;
    - iii. attend meetings of the membership and Board of Directors;
    - iv. hold positions as Elected Officers of the Board of Directors;
2. Non-voting members
  - a. Staff members of Peninsula High School and other approved/vetted members of the community shall be non-voting members and may:
    - i. participate in activities of the Organization as permitted by the school district;
    - ii. attend meetings of the membership and Board of Directors;
    - iii. not hold positions as Elected Officers of the Board of Directors;

## Article IV – Board of Directors

### General

In general, the affairs of the Organization shall be governed by a board (the “Board”) of directors (each a “Director”) composed of no more than five (5) members. The five (5) Directors are to be elected by the members.

Three (3) or more of the Elected Directors shall constitute a quorum for conduct of executive business; a simple majority shall rule.

Following the election of Directors, the Board of Directors shall meet as soon as reasonably possible, not to exceed 4 weeks from the date of the election.

### Nomination

Nomination for election to the Board shall be made from the floor at any general meeting of the Organization or during a special meeting called for the purpose of electing Directors.

### Election

Election to the Board shall be by a show of hands of voting members or by written ballot if determined necessary by the Board.

### Removal and Vacancies

Any Elected Director may be removed from the Board, with or without cause, by a vote of 18 or more members of the Organization. In the event of death, resignation or removal of an Elected Director, his or her successor shall be appointed by the remaining Directors and shall serve the remaining balance of the term of the Director whose position was vacated.

### Term of Office

1. Elected Directors shall serve for a term of 3 years.
2. No individual shall be permitted to hold the Office of President, Vice President or Secretary for more than 2 consecutive terms unless no another eligible member accepts nomination to be elected to the office.
3. Under no circumstance may an individual hold the office for more than three terms, other than the office of Treasurer, which holds no term limits.
4. Terms of Elected Directors begin on July 1 and end on June 30.

### Restrictions

No individual may serve in any Office of the Board if they have been convicted of a felony offense or if they have received a deferred adjudication or probation of such offense.

### Resignation

Any Director, at any time, may resign their position for any reason by providing written notice to the Board of Directors. His or her successor shall be appointed by the remaining Directors and shall serve the remaining balance of the term of the Director whose position was vacated.

## Compensation

No Director shall receive compensation for his or her service as a member of the Board or the Organization, for services rendered. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her approved duties.

## Powers of the Board of Directors

The Board of Directors shall have to power to:

1. Declare the office of an Elected Director to be vacant in the event that such Director has been absent from three (3) consecutive regular meetings of the Board.
2. Establish rules and regulations governing the members of the Organization.

## Duties of the Board of Directors

It shall be the duty of the Board of Directors to:

1. Prepare and adopt of a budget for each fiscal year;
2. Obtain Insurance for the Organization as required;
3. Fix, levy and collect assessments to provide for administrative goods and services commensurate with operating the organization;
4. Cause to be kept a complete record of all Organization acts and affairs;
5. Supervise all officers, members and agents of the Organization and to see that their duties are appropriately fulfilled;
6. Cause to be paid, all debts and expenses of the Organization, as appropriate;
7. Perform all duties of the Organization as required by applicable laws;
8. Conduct a review of the Organization Bylaws annually and affect any/all amendments deemed necessary;

## Article V – Officers

### Designation

The Officers of the Organization shall be a President, a Vice President, a Secretary, a Treasurer and a Community Liaison.

### Election of Officers

The officers of the Board of Directors shall be elected annually by the Board at the organization meeting of each new Board of Directors.

### Removal of Officers

Upon an affirmative vote of a majority of members of the Board, an officer may be removed, with or without cause, and his or her successor appointed by the Board thereafter, fulfilling the remainder of the term of the removed officer.

### President

The President shall be the Chief Executive Officer of the Organization. He or she shall preside at all meetings of the Organization and the Board and shall generally oversee all activities and affairs of the Organization. The President shall be authorized to sign checks for the Organization and to disburse funds in the absence of the Treasurer. The President will serve as ex-officio

member of all committees of the Organization and coordinate the work of Officers and committees so as to promote the Organization and its efforts.

#### Vice President

The Vice President shall have all the powers and authority and perform all of the functions and duties of the President in the absence of the President or his or her inability for any reason to exercise such powers and functions or perform such duties. The Vice President shall also support the President in performing the functions of president and work on special projects or programs as directed by the President.

#### Secretary

The Secretary shall keep the minutes of meetings of the Board and of the Members. The Secretary shall have charge of all books and documentation of the Organization.

#### Treasurer

The Treasurer shall keep accurate records of all finances of the Organization and shall receive and pay all debts and expenses of the Organization. The Treasurer shall maintain account(s) of all finances of the Organization and provide reports of all finances to Members of the Organization at reasonable intervals and upon request of Members as appropriate. The Treasurer shall be responsible for all financial filings required of the Organization as well as the maintenance of records required by municipal, state and federal laws. At the discretion of the President, the Treasurer shall submit the financial records of the Organization to a committee, comprised of 3 Members, for audit by the committee, who, upon receipt and review of such records, shall provide a signed statement certifying the correctness of the records.

#### Community Liaison

The Community Liaison shall liaise with members of the Organization and the community at large. He or she shall endeavor to promote the Organization and its intent to serve the high school students, seeking to gain support of the Organization, both financially as well as through donation of goods and services intended to benefit the Organization.

### Article VI – Meetings

#### General Meetings of the Organization

Meetings of the general membership shall be held no less than twice per school year. General membership meetings shall take place at such a time, date and location as deemed appropriate by the Board. Notice of general member meetings shall be provided no less than 10 days in advance of the meeting, by reasonable means of communication.

#### Meetings of the Board of Directors

Meetings of the Board of Directors shall be held no less than four (4) times each calendar year and should be held quarterly as feasible. Regular meetings of the Board may be held at such time, date and location as deemed appropriate by the Board. Meetings of the Board of Directors, unless specifically deemed to be a closed meeting of the Board, shall be open to attendance by any Member of the Organization.

## Special Meetings

Special meetings of the Organization may be called at any time by the President, by a majority of the Board or upon written request of 12 or more voting Members of the Organization.

## Quorum

For general meetings of the Organization, attendance of 8 or more Members, including members of the Board, shall constitute a quorum. For meetings of the Board of Directors, attendance of 3 or more Directors shall constitute a quorum.

## Proxies

Proxies shall not be permitted in meetings of the Organization.

## Order of Business

The order of business at all meetings shall be conducted in accordance with Robert's Rules of Order and shall be as follows unless dispensed with upon motion and approval:

1. Roll call
2. Proof of Notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of committees
6. Election of Directors
7. Unfinished business
8. New business
9. Adjournment

## Article VII – Voting

### Voting at General Meetings of the Organization

Voting Members, as defined in Article III, and Officers of the Organization, as defined in Article V, shall be entitled to one (1) vote on matters of the Organization. Voting shall be conducted by a show of hands unless otherwise indicated by the President.

### Voting at Board Meetings of the Organization

Officers of the Organization, as defined in Article V, shall be entitled to one (1) vote on matters of the Organization. Voting shall be conducted by a show of hands unless otherwise indicated by the President. Voting on matters of the Organization by Directors may also be conducted via electronic transmission when meeting on matters of the Organization while not in the presence of other Directors.

## Article VIII – Committees

### Committees of Directors

The Board may appoint one or more committees that consist exclusively of one or more Directors. Such committees shall have and exercise, to the extent in the resolution establishing the committee, the authority of the Board in the management of the Organization; but the appointment of any such committee shall not relieve the Board of its responsibility to ultimately govern the Organization.



## Other Committees

Other committees, not having or exercising the authority of the Board, may be appointed by the Board and may consist of one or more members of the Organization and/or Directors.

## Article IX – Finances

### Budget

A budget, prepared and adopted by the Board of Directors shall be presented to the general membership at the first general meeting of the Organization following the start of the school year.

1. Prior to the first general membership meeting of each school year, the Board of Directors shall prepare and adopt a budget for the applicable fiscal year.
2. The adopted budget shall be presented to the membership along with the agenda of the general meeting, no less than 14 days in advance of the meeting, by means of reasonable communication.
3. The adopted budget shall be deemed ratified by the Members unless at the general meeting where it is considered, 18 or more Members vote to reject it.
4. If a budget is rejected, the most recently adopted and ratified budget shall become the budget for the annual period to which the rejected budget pertained.

A minimum of \$2000.00 shall remain in the general fund at the end of each fiscal year so as to ensure operating expenses are able to be paid.

### Expenditures and Requests for Funds

Expenditures and requests for funds, not indicated in the ratified budget, from the general operating fund shall be:

1. approved by the Board of Directors for amounts not exceeding \$500.00
2. approved by a majority vote of members present at a general meeting of the Organization, for amounts exceeding \$500.00.

## Article X – Conflict of Interest

### Personal Conflict of Interest

No member shall participate in discussions or activities of the Organization in which he or she has a potential personal conflict of interest, as determined by the Board of Directors.

### Professional Conflict of Interest

No member shall participate in discussions or activities of the Organization in which he or she has a potential professional conflict of interest, as determined by the Board of Directors.

## Article XI – Amendments

### Amendments of the Articles of Incorporation

Amendments of the Articles of Incorporation of the Organization shall be executed in accordance with applicable code(s) as stated in the Revised Code of Washington.

Amendments of the Bylaws

Amendments of these Bylaws of the Organization shall be executed in accordance with applicable code(s) as stated in the Revised Code of Washington.

Article XII – Parliamentary Authority

Roberts Rules of Order (latest revision), shall apply in all governance of the Organization in all cases where applicable and are not in conflict with these Bylaws.

Article XIII – Indemnification

All Directors, Officers and agents of the Organization are serving in a volunteer capacity and as such, are indemnified by the Organization in any/all claims against the Organization, except if their involvement is criminal or fraudulent against the Organization.

Article XIV – Dissolution

Upon dissolution of the Organization, all assets and obligations the Organization shall be transferred to its successor organization or in the event that no successor organization is present, to an organization that serves to enhance and support the education of students in attendance of Peninsula High School, either of which is a registered 501(c).

Secretary Certification

*This is to certify that the foregoing Bylaws of the Peninsula High School Volunteer Parents Organization have been duly adopted by the current members of the Board of Directors on October 17th, 2018.*

*In witness whereof, the undersigned, duly and acting Secretary of the Organization, has signed this Certificate dated October 17th, 2018.*

(print) CHERYL ANN GRAF / (sign) 