

**Portola Valley Parent-Teacher Organization
Amended and Restated Bylaws
Adopted September 22, 2016 by Executive Board**

Article I – Name

The name of the organization shall be the Portola Valley Parent-Teacher Organization (“PV-PTO”).

Article II – Purposes

Section 1. The purposes of the PV-PTO shall be to promote and support the education and welfare of the students in the Portola Valley School District (“PVSD”) and to strengthen the relationship between home and school by facilitating communication and encouraging cooperation among parents, teachers, administrators, the school board and the community.

Section 2. The PV-PTO is established exclusively for the charitable, scientific, literary, or educational purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereafter “Internal Revenue Code”).

Article III – Policies

Section 1. The PV-PTO shall be non-commercial, non-sectarian, and nonpartisan.

Section 2. Neither the name of the organization nor the names of any officers (in their official capacities) or other members of the PV-PTO (in their capacities as members) shall be used to endorse or promote a commercial concern, or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the organization.

Section 3. Neither the PV-PTO organization nor any officers (in their official capacities) or other members of the PV-PTO (in their capacities as members) shall, directly or indirectly, participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of the PV-PTO’s activities to attempting to influence legislation by excessive advocacy or otherwise.

Section 4. The PV-PTO shall work with the PVSD to support the education and welfare of all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions rests with the governing board of the PVSD.

Section 5. The PV-PTO shall collaborate with the Portola Valley Schools Foundation (“PVSF”) to further the initiatives of the PVSD, including supporting the PVSF’s efforts to raise funds for the PVSD, and will use its best efforts to plan the

PV-PTO's fundraising and communication activities so that they do not conflict with the PVSF's fundraising activities.

Section 6. The PV-PTO may cooperate with other organizations, agencies and groups in the fulfillment of the PV-PTO's purpose, although no such third parties may make any commitments that bind the PV-PTO.

Section 7. No part of the net earnings of the PV-PTO shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the PV-PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization.

Section 8. Notwithstanding any other provision of these bylaws, the PV-PTO shall not engage in any activities prohibited (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization for which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article IV – Membership, Meetings and Voting

Section 1. Membership. Membership in the PV-PTO shall be made available without regard to race, color, creed or national origin. All parents or legal guardians of students who currently attend Ormondale School or Corte Madera School and all current faculty and staff of the PVSD shall be members in the organization, regardless of whether or not any such individual has paid dues to the PV-PTO pursuant to Article VIII below.

Section 2. Meetings Including Annual Election Meeting. Meetings of the membership of the PV-PTO may be called, either by vote of the executive board or by written petition of a minimum of five (5) members of the PV-PTO. The time and place of all membership meetings shall be announced prior to the meeting. A meeting of the PV-PTO membership shall occur on an annual basis at which time candidates for officers of the PV-PTO shall be elected by the membership and introduced.

Section 3. Voting Rights. Each member of the PV-PTO shall be entitled to vote on all matters put before the membership under these bylaws. Each member shall have one vote.

Section 4. Quorum. Those members present at a meeting of the membership shall be designated as a quorum and shall be entitled to take action on behalf of the PV-PTO.

Section 5. Voting. A majority of the members present at a meeting of the membership shall be required for all action to be taken by the organization, except that all voting of the membership (including for election of officers of the PV-PTO), if uncontested, may be by voice vote. Any contested matter shall be by written ballot.

Section 6. Other Rights; Limitations. In addition to the voting rights set forth above, all members shall have the right to attend and participate in all meetings and activities of the PV-PTO. However, members may only vote on those matters put before the membership for a vote in accordance with these bylaws. In addition, no member of the PV-PTO may speak or write on behalf of the PV-PTO to the media, unless authorized to do so by an officer of the PV-PTO, a member of the executive board or by a vote of the membership.

Article V – Officers, Elections and Duties

Section 1. Positions. The officers of the PV-PTO shall include the following: President – Corte Madera, President – Ormondale, Vice President – Corte Madera, Vice President – Ormondale, Secretary and Treasurer. From time to time, the executive board may create additional officer positions and nominate candidates for such positions, to be elected in the same manner as all other officer positions. The executive board shall present a slate of officers for election prior to the annual election meeting, and all candidates for officer of the PV-PTO shall be elected annually by the membership as provided in these bylaws.

Section 2. Terms of Office. The term of office for each officer of the PV-PTO shall be one year, beginning on July 1 and ending on June 30 of each year. With the exception of the offices of presidents and vice presidents, a person may be elected for the same or other office for more than one consecutive term.

Section 3. Duties. All of the officers of the PV-PTO shall also be members of the executive board of the PV-PTO (described below). Each officer of the PV-PTO shall endeavor (a) to attend meetings of the membership and meetings of the executive board, (b) to perform their respective duties outlined in these bylaws or the Standing Rules (as described below) or other operational guidelines of the PV-PTO and such other duties that may be assigned to them, and (c) to deliver to their successors all official material in a timely manner so the duties will continue without interruption.

Section 4. The Presidents shall:

- a. Be the principal executive officers of the PV-PTO and, subject to the control of the executive board and the direction of the membership, in general supervise and control all of the activities of the PV-PTO in order that the purposes of the organization shall be served.
- b. In coordination with the vice presidents, prepare the agendas for meetings of membership of the PV-PTO and meetings of the executive board.
- c. In coordination with the vice presidents, preside over meetings of the membership of the PV-PTO and meetings of the executive board.
- d. Appoint chairpersons of all standing and special committees, subject to the approval of the executive board.
- e. Serve as ex-officio members of all committees of the organization.
- f. Serve as the official representatives of the organizations at district meetings.
- g. Perform such other duties as may be prescribed in these bylaws or assigned by the membership or the executive board (including by Standing Rules).

Section 5. The Vice Presidents shall:

- a. In coordination with the presidents, prepare the agendas for meetings of the membership of the PV-PTO and for meetings of the executive board.
- b. In coordination with the presidents, preside over meetings of the membership of the PV-PTO and meetings of the executive board.
- c. Serve as the primary aides to the presidents.
- d. Perform such other duties as may be prescribed in these bylaws or assigned by the presidents or the executive board (including by Standing Rules).
- e. Those elected by the membership to serve as vice presidents shall be expected to be nominated to serve as presidents the following year, with approval by the vote of the membership at the annual election meeting.

Section 6. The Secretary shall:

- a. Record and make available minutes of the meetings and votes of the membership in a timely fashion.
- b. Record and make available minutes of the meetings of the executive board in a timely fashion, preferably in advance of the next meeting.
- c. Maintain records of all organizational documents including these bylaws and Standing Rules.
- d. Perform such other duties as may be prescribed in these bylaws or assigned by the presidents or the executive board (including by Standing Rules).

Section 7. The Treasurer shall:

- a. In coordination with the presidents and vice presidents, maintain in place policies (including Standing Rules), processes and procedures as reasonably adequate to maintain the financial integrity of the PV-PTO.
- b. Prepare the annual PV-PTO budget for adoption by the executive board.
- c. Present periodic financial reports to the executive board, and to the membership when requested by the organization.
- d. Make an annual financial report to the executive board, and to the membership when requested by the organization.
- e. Oversee the finances of PVSD after-school sports programs as requested by the PVSD.
- f. Perform such other duties as may be prescribed in these bylaws or assigned by the presidents or the executive board (including by Standing Rules).

Section 8. Auditor. In addition to the Treasurer (who is an officer of the PV-PTO), from time to time the presidents may appoint one or more individuals to serve as an auditor for the PV-PTO. Any such appointment shall be approved or ratified by the executive committee. Any such auditor shall not be an officer of the PV-PTO. The duties of any such appointed auditor(s) may include auditing the books and records of the PV-PTO on a periodic basis (Including upon request of the executive board), preparing and presenting reports of such audits to the executive board, and such other responsibilities as may be delegated to the auditor pursuant to his or her appointment.

Article VI – Executive Board

Section 1. Membership. The executive board shall consist of the nine (9) members, as follows: the six (6) officers of the PV-PTO, the principals of each of the two (2) schools in the PVSD and the superintendent of the PVSD. The chairpersons of all standing committees (described below), if any, shall serve as ex-officio members of the executive board, and shall be entitled to the same voting rights as regular members of the executive board.

Section 2. Duties. The executive board shall:

- a. Oversee the operations and management of the PV-PTO, including the conduct of duties by the officers of the organization.
- b. Approve and oversee the annual budget of the PV-PTO.
- c. Nominate the slate of officers for annual election by the membership of the PV-PTO in accordance with these bylaws.
- d. Approve Standing Rules for the organization, as well as any other policies, procedures and processes recommended by the officers or any standing or special committee.
- e. Create any standing committee(s) or special committee(s) of the organization, approve the charters and work plans of any such committees, and approval all reports and recommendations of any such committees.
- f. Transact all other business of the PV-PTO, including such other business as may be referred by the members of the organization or these bylaws.
- g. The executive board may delegate the transaction of business to the officers of the PV-PTO and/or to third parties, as designated pursuant to policies (including Standing Rules), processes or procedures, with approval of the executive board of such delegation of authority.

Section 3. Meetings. The executive board shall meet at least five (5) times per year, unless otherwise ordered by a vote of the members of the organization or the executive board. A president, or a majority of the executive board, in either case with prior notice, may call a special meeting of the executive board. Any member of the PV-PTO may attend a meeting of the executive board, although only members of the executive board shall be entitled to vote at that meeting.

Section 4. Quorum. Five (5) members of the executive board shall constitute a quorum and shall be entitled to take action on behalf of the executive board.

Section 5. Voting. The act of the majority of the regular and ex-officio members of the executive board present at a meeting at which a quorum is present shall be required for all action to be taken by the executive board.

Section 6. Action Without a Meeting. Any action required or permitted by the executive board may be taken in writing (including by email) without a meeting, if all members of the executive board are notified and have an opportunity to communicate with each other prior to voting in writing on such action. The secretary of the PV-PTO shall file written votes (including by email) with the minutes of the proceedings of the executive board. The action shall be approved if all members of

the executive board vote in writing in favor of the action. Such vote shall have the same force and effect as a majority vote of the executive board at a duly authorized meeting.

Section 7. Removal. When an officer fails to attend at least three (3) consecutive meetings, without adequate excuse, or when an officer is not fulfilling the responsibilities of the office, the executive board may by a two-thirds (2/3) affirmative vote, take such action(s) as it determines appropriate, which may include: (a) asking for the resignation of the officer; or (b) making a formal recommendation to the membership of the PV-PTO that the officer be removed from office.

Article VII – Standing and Special Committees

Section 1. Standing Committees. From time to time the executive board may establish such standing committees of the PV-PTO (e.g., nominations, audit, etc.) as it deems necessary and advisable. The presidents shall appoint the chairpersons of all standing committees, provided that only members of the PV-PTO may serve as chairpersons. Chairpersons shall serve as ex-officio members of the executive board. Chairpersons of each committee shall recruit the members for his or her committee, provided that only members of the PV-PTO may serve on standing committee(s). The chairpersons shall report the plans and activities of the committee to the executive board, which must approve all reports and recommendations of the committee.

Section 2. Special Committees. From time to time the presidents may create special committees for a specific time and/or task, which shall cease to exist when that time or task has been completed. The presidents shall appoint the chairpersons of all special committees, provided that only members of the PV-PTO may serve as chairpersons. Chairpersons of each special committee shall recruit the members for his or her committee, and members or non-members of the PV-PTO may serve as committee members. The chairperson shall report the plans and activities of the special committee to the executive board, which must approval all reports and recommendations of the committee.

Section 4. Chairperson Responsibilities. Each chairperson of a standing or special committee shall without delay, upon request or at the end of his/her service, turn over to the presidents all records, books and other material pertaining to the chairmanship, and turn over to the treasurer all funds belonging to the PV-PTO.

Article VIII – Finances

Section 1. Fiscal Year. The fiscal year of the organization shall begin on July 1 and end on June 30 of each year.

Section 2. Budget. The Treasurer shall present to the executive board for its approval at the start of the year a proposed budget of anticipated revenues and expenses for the year.

Section 3. Obligations. The executive board may authorize any officer(s) to enter into contracts or agreements for the purchase of materials or services on behalf of the PV-PTO. However, neither the executive board nor any officers of the PV-PTO shall have any authority to enter in any agreements on behalf of Ormondale School or Corte Madera School or the PVSD, nor should they hold themselves out as having such authority.

Section 4. No Loans; No Personal Benefit. No loans shall be made by the PV-PTO to its officers or members. No funds raised for the PV-PTO shall be used for the personal benefit of any officer(s) of the organization or any other regular or ex officio members of the executive board.

Section 6. Financial Reports. The treasurer shall present financial reports to the executive board as described above in the duties of the treasurer.

Section 7. Membership Dues. By action of its executive board, the PV-PTO shall authorize and seek to collect membership dues from the members. Membership due shall be used solely to fund the operation of the organization. Any change in the amount of the dues shall be approved by a vote of the executive board.

Section 8. No Impact on Member Rights. No member shall be denied the right to participate in the activities of the PV-PTO or to vote on matters before the membership due to non-payment of dues.

Article IX – Standing Rules

“Standing Rules” for operation of the organization that are not in conflict with these bylaws may be approved by the executive board, and may be modified or repealed as well with approval of the executive board. Standing Rules may include written instructions delegating authority from the full executive committee to officers or third parties (as provided in Section 2.g. of Article VI), and written instructions delegating authority and/or tasks from one or more officers to a third party such as the auditor (as provided in various parts of Section V). The secretary shall keep a record of the approved, modified and repealed Standing Rules for reference.

Article X – Amendments; Controlling Authority

These bylaws may be amended at any meeting of the membership, upon prior notice of the proposed changes. In addition, except as may be prohibited by applicable California law, these bylaws may be amended with approval of the executive board, unless the action would materially and adversely affect the rights of members of the organization. If any part of these bylaws shall conflict with the decision, policies or procedures adopted by the PVSD, such conflicting part of these bylaws shall be deemed null and void and the decision, policies or procedures adopted by the PVSD shall, in all cases, control, provided that any remaining non-conflicting part of these bylaws shall remain in full force and effect.

Article XI – Dissolution

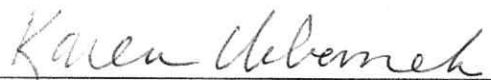
Section 1. Process. The organization may be dissolved with prior notice to the membership and approval by the membership at a meeting of the membership as provided in Article IV.

Section 2. Assets. Upon the dissolution of the organization, after paying or adequately providing for the then-outstanding debts and obligations of the organization, the remaining assets of the organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the charitable purposes, that provides a direct benefit to children and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XII – Indemnification

The organization shall, to the maximum extent permitted by the California General Corporation Law (the “Law”), have power to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings arising by reason of the fact that any such person is or was an agent of the organization, and shall likewise have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Article XII, an “agent” of the organization includes any person who is or was an executive board member, officer, employee, contractor, volunteer or other agent of the PV-PTO.

These amended and restated bylaws were adopted by the executive board by a majority vote during meetings properly called on September 22, 2016.



Secretary
Portola Valley Parent-Teacher
Organization