

**Parent Teacher Organization Merryhill - ROSEVILLE
BYLAWS**

Article I. Entity Name

The name of the organization shall be Parent Teacher Organization Merryhill - Roseville, Inc. ("PTOM").

Article II. Purpose

The organization is created for the purpose of supporting the education of children of Merryhill School - Roseville (the "School") by fostering relationships among the school, parents, and teachers.

Article III. Members

Section 1. Any parent, guardian, or other adult standing in loco parentis for a student at the School may be a member and shall have voting rights. The principal and any teacher at the School may be a member and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days prior to the meeting to be considered a member in good standing with voting rights.

Article IV. Officers and Elections

Section 1. Officers. The Officers shall be a President, Vice-President, Secretary, and Treasurer.

- a. President. The President shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.
- b. Vice-President. The Vice-President shall assist the President and carry out the President's duties in his or her absence or inability to serve.
- c. Secretary. The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the members. The Secretary also keeps a copy of the minutes binder, bylaws, rules, and membership list.
- d. Treasurer. The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at

other times of the year when requested by the executive board, and make a full report at the end of the school year.

Section 2. Nominations and Elections. Elections will be held at the last meeting of the school year. The nominating committee shall receive nominations for candidates for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. Terms of Office. Officers are elected for one year, commencing on July 1st and ending on June 30th. Officers may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of President, the Vice-President will become the President. At the next regularly scheduled meeting, a new Vice-President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V. Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall occur at least quarterly during the school year at a time and place determined by the executive board. The annual meeting will be held within the first four weeks of the school year. The annual meeting is for receiving reports presenting and voting on the proposed annual budget, and conducting other business that should arise. Members will be notified of the meetings at least two weeks prior to each meeting by the school's formal electronic communication platform.

Section 2. Special Meetings. Special meetings may be called by the President, any two members of the executive board, or five general members by submitting a written request to the Secretary. Previous notice of the special meeting shall be provided to the members at least two weeks prior to the meeting by the school's formal electronic communication platform.

Section 3. Quorum. Seven (7) members must be present in order to establish a quorum for purposes of voting and conducting official PTOM business at a Regular or Special Meeting.

Section 4. Voting. Each member in attendance at a PTOM meeting is eligible to vote. Absentee and proxy votes are not allowed.

Section 5. Virtual Meetings. The PTOM, its executive board, and all committees thereof, may meet by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to: read or hear the proceedings substantially and concurrently with their occurrence; vote on matters submitted to the members; pose questions; and make comments verbally or written in a manner recorded by electronic communication.

Article VI. Executive Board

Section 1. Membership. The Executive Board shall consist of the officers, principal, and standing committee chairs.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Powers. The Executive Board shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of California, to conduct the affairs of the organization in accordance with these bylaws. The Executive Board may by general resolution delegate to committees of their own number, or to officers of the organization such powers as they deem appropriate.

Section 4. Meetings. The Executive Board shall meet monthly during the school year, on a day and time as determined by the Board. Special meetings may be called by any two Board members, with 48 hours' notice.

Section 5. Notice and Waiver. Notice of regular meetings and special meetings shall be provided through electronic communication. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

Section 6. Quorum. One-half the number of the Board members plus one shall constitute a quorum.

Section 7. Compensation. Board members shall receive no compensation for their service as Board members.

Article VII. Committees

Section 1. Membership. Committees may consist of members and Board members, with the President acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees may be held by the organization: Fundraising, Membership, Communications, Enrichment, Family Events, Nominating, Auditing.

Section 3. Additional Committees. The Board may appoint additional committees as needed.

Article VIII. Finances

Section 1. A tentative annual budget shall be drafted by the Treasurer in collaboration with the Executive Board before the first regular meeting of the school year. It will be presented to the Members at the first regular meeting of the year (the “annual meeting”) to be approved by a majority vote of the members present.

Section 2. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The Executive Board shall be empowered to approve payment of any expenditure previously approved by vote of the membership pursuant to Section 1 of Article VIII as long as it falls within the projected expenditures of the budget.

Any single non-budgeted expenditure up to \$250 shall be approved by a simple majority vote of the Board. Total non-budgeted expenditures approved by the Board shall not exceed \$1000 for the fiscal year.

Any single non-budgeted expenditure exceeding \$250 shall only be approved by a majority vote of the general membership.

Section 4. Two authorized signatures shall be required on each check over the amount of \$300. The authorized signers for all accounts, checks, drafts and other orders shall include the President, Treasurer, and Principal. An authorized signatory cannot and shall not sign any check, draft or other order made payable to that authorized signatory or a relative of that signatory.

Section 5. The Treasurer shall prepare a financial statement at the end of the fiscal year, to be reviewed by the Audit Committee. The Audit Committee shall consist of at least one general member and one school faculty member, and shall not consist of any of the authorized signers designated in Section 4 of this Article.

Section 6. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 7. The fiscal year of the organization shall correspond with the time period listed in Article IV Section 4.

Article IX. Restrictions on Actions

Section 1. All the assets and earnings of the organization shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the organization or be distributed to its members, executive board members, , other designated officers, or any private person, except that the organization shall be empowered to pay reasonable compensation for services rendered and

make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

Section 2. Notwithstanding any other provision of these bylaws, the organization will not carry on any activities not permitted by an organization exempt under Section 501 (c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The organization shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any board members, general members, or other designated officers, and private property of the members, executive board members, or other designated officers shall not be liable for the debts of the organization.

Section 3. No substantial part of the organization's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The organization shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

Article X. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Executive Board may authorize, by general resolution, an officer or officers,, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the organization.

Section 2. Deposits. All funds of the organization shall be deposited within 24 hours to the credit of the organization in the bank account designated by the Executive Board.

Section 3. Donations. The PTO Board, and/or any agent designated by the PTO Board may accept gifts, contributions, bequests, or devise of any property on behalf of the organization. The PTO Board shall issue a receipt for any donation received.

Section 4. Loans. No Director, Officer or agent shall have the authority, on behalf of the organization, to enter into a loan or any other contract of indebtedness.

Article XI. Standing Rules

Standing rules may be approved by the Executive Board, and the Secretary shall keep a record of the standing rules for future reference.

Article XII. Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting (assuming a quorum).

Article XIII. Conflict of Interest Policy

This article contains IRS legal statements required to be part of the bylaws as condition of a Tax Exempt 501(c)(3) status.

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 director 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 director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect 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 appropriate governing board or 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 an opportunity to disclose all material facts to the directors and members of committees with governing 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee 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 governing board or committee 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 governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee 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 governing board or committee 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 governing board or committee 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 governing board or committee determines that the member failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Section 4. Records of Proceedings. The minutes of the governing board 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 board's 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 governing board 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 governing 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.

Section 6. Annual Statements. Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- i. Has received a copy of the conflict of interest policy;
- ii. Has read and understood the policy;
- iii. Has agreed to comply with the policy; and
- iv. 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 governing board of its responsibility for ensuring that periodic reviews are conducted.

Article XIV. Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the organization shall not discriminate against any board member, officer, member, employee, applicant, or participant on the basis of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, genetic information, pregnancy, or any other characteristic protected by law.

Article XV. Revocation and Amendment

The Executive Board shall have the power to propose any amendments, alterations, additions or revocation of the bylaws of the organization. Any proposed amendments to the bylaws shall be presented to the general membership at a general meeting and be approved by a majority vote of the members present.

Adoption of Bylaws:

Adopted by the Executive Board by resolution and vote of all directors on the date below:

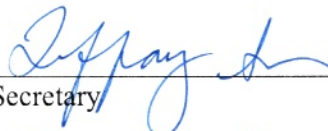
JANUARY 11, 2023 [Date]


President

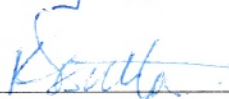
January 11, 2023 [Date]


Vice President

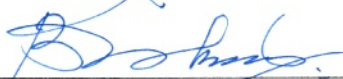
January 11, 2023 [Date]


Secretary

January 11, 2023 [Date]


Treasurer

January 11, 2023 [Date]


Principal