

## **Sun Valley School Parent-Teacher Organization Bylaws**

### **Defined Terms as used in these Bylaws:**

Executive Board–Defined in Section 9.1.

Officer–Defined in Section 4.1 and duties outlined in Section 5.

Manager–Defined in Section 6.1 and duties outlined in Section 7.

Voting Members–Defined in Section 3.1

### **1. Name**

1.1. The name of this organization shall be the Sun Valley School PTO, Inc. (hereafter “PTO”).

1.2. The principal office shall be designated as 75 Happy Lane, San Rafael, CA, 94901.

### **2. Purpose**

2.1. To promote the development of the children in the school and the community.

2.2. To promote a closer relationship between home and school by working toward mutual goals to benefit the children.

2.3. The PTO shall be non-commercial, non-sectarian and non-partisan. No candidate may be endorsed by it and commercial enterprises or ballot proposals may only be endorsed when such enterprises or ballot proposals directly contribute, with no personal gain, to educational programs and opportunities for the children.

2.4 The PTO is organized under the Nonprofit Public Benefit Corporation law in the State of California for public and charitable purposes within the meaning of IRS Revenue Code 501(c)(3).

### **3. Membership, Dues, and Contributions**

3.1. Voting Members: All parents or guardians of current Sun Valley School students, current Sun Valley School teachers, and staff members shall be voting members of this PTO. No other persons shall be PTO voting members.

3.2. Dues are not a prerequisite to PTO membership, and dues are not presently charged.

3.3. Contributions made to the PTO do not convey PTO membership status in any way.

#### **4. Officers**

4.1. Officers have positions of executive level responsibility for the PTO. The Officers of this PTO shall be President, First Vice President of Fundraising, Second Vice President of Volunteering, Third Vice President of Communications, Fourth Vice President of Hospitality, Fifth Vice President of Community Building, Sixth Vice President of Diversity, Equity & Inclusion, Secretary, Treasurer, and Compliance Advisor. All positions may be job-shared.

4.2. PTO Officer candidates shall be identified as the result of the Executive Board's polling the general PTO membership at the March or April general membership meeting, via email, and/or via oral or written communication. The Executive Board subsequently shall present a recommended slate of officers at a Spring general meeting. Following the Executive Board's presentation of its recommended slate, an opportunity shall be given for nominations from the floor at this same Spring meeting. The consent of each candidate must be obtained before his or her name is placed in nomination.

4.3. Officer elections shall be held by ballot or voice vote at a Spring general meeting.

4.4. Officers shall serve for a term of one year. No officer shall be eligible for the same office for more than three consecutive terms. No one person may hold more than one Officer position simultaneously. Officers shall assume their duties in August.

4.5. Officers may be removed by a two-thirds vote of members present at any general membership meeting, provided notice of the proposed removal has been given to the membership by either the Executive Board or another PTO member at least two weeks prior to the vote.

4.6. Vacancies in office – whether caused by having no candidates put forth at the time of election, resignation or removal – may be filled by the Executive Board.

#### **5. Officer Duties**

5.1. The President shall preside at all PTO general meetings and Executive Board meetings, and shall be a member ex-officio of all committees. The President shall set meeting agendas, shall invite meeting guests, and shall solicit feedback from attendees at all meetings. The President shall act as the operations chair (including the formal management of PTO employees).<sup>1</sup> The President shall be considered the equivalent of the Chief Executive Officer for purposes of certain organizational filing statements (e.g., for the California Secretary of State).

5.2. The First Vice President of Fundraising shall act as an aide to the President, and in their absence shall perform the duties of the President. The First Vice President shall act as the fundraising chair and will oversee fundraising activities that could include, but are not limited to,

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<sup>1</sup> PTO employee reviews will include feedback from the Sun Valley School Principal and designated Sun Valley School teaching staff.

the annual fund, auction, book fair, birthday books, United cards, Sun Valley-branded merchandise, Amazon Smile, and will work closely with the Annual Fund team and the auction team.

5.3. The Second Vice President of Volunteering shall act as an aide to the President, and in the absence of the President and the First Vice President, shall perform the duties of the President. The Second Vice President shall oversee volunteer activities that could include, but are not limited to, Grade Level Representatives, the flex volunteering team, car door opening, general needs, and act as volunteer chair.

5.4. The Third Vice President of Communications shall act as an aide to the President, and in the absence of the President, First and Second Vice Presidents, shall perform the duties of the President. The Communications Vice President shall oversee communications, that could include, but are not limited to, parent outreach via Parentsquare or other electronic communications tools, the PTO website, social media, print media, the school directory and yearbook.

5.5. The Fourth Vice President of Hospitality shall act as an aide to the President, and in the absence of the President, First, Second, and Third Vice Presidents, shall perform the duties of the President. The Hospitality Vice President shall oversee events, which may change from year to year, and could include, but are not limited to, Teacher Appreciation Week, teacher luncheons, volunteer appreciation night, Kindergarten tours and orientations, the Lost & Found, staff birthdays and other special occasions.

5.6. The Fifth Vice President of Community Building shall act as an aide to the President, and in the absence of the President, First, Second, Third and Fourth Vice Presidents, shall perform the duties of the President. The Community Building Vice President shall oversee school events, which may change from year to year, and could include, but are not limited to, the family dance, international night, the Dad's club socials, field day, the egg drop, movie night, Bingo night, grade level socials, School English Language Advisory Committee (SELAC), holiday gift drive, coat drive, community giving, lunch clubs and Heads Up.

5.7. The Sixth Vice President of Diversity, Equity and Inclusion shall act as an aide to the President, and in the absence of the President, First, Second, Third, Fourth, and Fifth Vice Presidents, shall perform the duties of the President. The Diversity, Equity and Inclusion Vice President shall work with the Vice President of Community Building and will undertake activities that could include, but are not limited to, helping to organize events that are inclusive of all Sun Valley community members, providing strategic direction regarding diversity, equity, community building and inclusion for the PTO, and assisting the President with other issues as needed.

5.8. The Secretary shall keep an accurate record of the proceedings of all PTO general and Executive Board meetings, shall be prepared to refer to minutes of previous meetings, shall provide a copy of each meeting's minutes to the Executive Board members in advance of the next meeting, and shall handle all other relevant official correspondence for the PTO.

5.9. The Treasurer shall receive all money for the PTO and shall deposit it in the name of the PTO in a bank account(s) approved by the Executive Board. Payment of sums under \$1000 may be paid by check or virtual means (electronic check, Venmo, etc.) authorized by the Treasurer only, the President only, or an alternative person designated by both the President and the Treasurer. Payment of sums of \$1000 or more may be paid by check signed by both the Treasurer and the President. The Treasurer shall give an accurate accounting of the books/financial records at every general meeting of the Sun Valley School PTO, and at other times when requested by the Executive Board. The Treasurer shall work regularly with the Compliance Advisor, per the requirements of Section 5.10. The Treasurer shall reconcile all bank statements on a regular basis and share the report with members of the Executive Board and the Compliance Advisor.

The Treasurer shall act as the budgeting chair. The Treasurer shall be considered the equivalent of the Chief Financial Officer for purposes of certain organizational filing statements (e.g., for the California Secretary of State).

5.10. Compliance Advisor. The President shall nominate a member of the general PTO to serve as Compliance Advisor. The position shall be approved by the Executive Board without definitive term. Ideally, the Compliance Advisor would have professional experience in accounting, law, and/or finance. The Compliance Advisor shall be an Officer and serve to assist the Executive Board with reviewing the books/financial records maintained by the Treasurer. The Compliance Advisor shall report on a regular basis regarding PTO adherence with these Bylaws, and with policies and procedures that have been adopted by the Executive Board or the general membership. The end of year summary (informal audit) shall be submitted to the board after the close of the budget year. The role shall have three parts:

a. Internal compliance oversight, which may include, but not be limited to: attention to budgetary process and disbursement guidelines; vendor selection/approval process; suggest opportunities for maximum efficiency in all recording and reporting functions; provide statistical analysis in the reporting function of the Treasurer; oversee process improvement initiatives. Shall attend budget committee meetings and/or review reports from those meetings. Shall review reports created by pledge and auction chairs.

b. External compliance oversight, which may include, but not be limited to: ensuring that necessary business and charitable registrations are kept current (Statement of Information), tax filing deadline obligations are met, including income tax (990) and info tax (1099), and charitable donation acknowledgment letters.

c. Assist the Executive Board in communicating budgetary, finance and compliance issues to the general public.

## **6. Managers**

6.1. Managers have more specific responsibilities than the PTO Officers, but nonetheless have significant PTO governance and oversight roles. The Manager positions for this PTO could include, but are not limited to, Grade Level Representative, Annual Fund and Auction Chairs,

Other Fundraising, Merchandise, Book Fair, Restaurant Night, Directory, Birthday Books, Safe Route District Liaison, Heads Up Liaison, Lost and Found, Lunchtime Club, Rockin' Run, Dad's Club, School English Learner Advisory Council, and Other Events. All managers shall act as aides to the President. All positions may be job-shared.

6.2. PTO Manager candidates will be identified as the result of the Executive Board's polling the general PTO membership at a Spring general membership meeting. The Executive Board subsequently will present a recommended slate of managers at a Spring general meeting. Following the Executive Board's presentation of its recommended slate, an opportunity shall be given for nominations from the floor at this same Spring meeting. The consent of each candidate must be obtained before his or her name is placed in nomination.

6.3. Manager election shall be held by ballot or voice vote at a Spring general meeting.

6.4. Managers shall serve for a term of one year. No manager shall be eligible for the same position for more than three consecutive terms. No one person may hold more than three manager positions simultaneously. Managers shall assume their duties in August.

6.5. Managers may be removed by a two-thirds vote of members present at any general membership meeting, provided notice of the proposed removal has been given to the membership by either the Executive Board or another PTO member at least two weeks prior to the vote.

6.6. Vacancies in office – whether caused by having no candidates put forth at time of election, resignation or removal – may be filled by the Executive Board.

## **7. Manager Duties**

7.1. Annual Fund Managers (chair and accounting) and Auction Team Managers (solicitations, online, party) shall work closely with the first vice president to report on fundraising efforts and needs.

7.2. Grade Level Representatives. Grade Level Representatives shall coordinate delivery of designated PTO services and communications within grade level-specific and classroom level-specific channels. There will be at least one, or more, Grade Level Representative positions for each grade level.

7.3. Other Fundraising. The Other Fundraising Manager position shall coordinate other fundraising endeavors including, but not limited to, Amazon Smile, Andy's Card, and United Cards.

7.4. Merchandise. The Merchandise Manager position shall coordinate the purchase and sale of Sun Valley-branded merchandise, such as clothing, hats, and other items.

7.5. Book Fair. The Book Fair Manager shall coordinate, at minimum, an annual book fair.

7.6. Restaurant Night. The Restaurant Night Manager shall coordinate, at minimum, a monthly Sun Valley fundraiser with a local restaurant where a portion of the proceeds are donated to the Sun Valley PTO.

7.7. Directory. The Directory Manager shall manage the production of the Sun Valley Directory and oversee community sponsorship.

7.8. Birthday Books. The Birthday Books Manager shall oversee the library book donation program.

7.9. Safe Routes District Liaison. The Safe Routes Manager shall oversee the safe routes program which involves the best pedestrian routes around Sun Valley, and Walk and Roll Events. This Manager will also serve as the school district liaison for the Safe Routes program.

7.10. HeadsUp Liaison. The HeadsUp Liaison shall serve as the Sun Valley Representative to the San Rafael HeadsUp Public Education Foundation which provides enrichment and support programs to San Rafael City Schools, providing equitable opportunities for students while building community district wide.

7.11. Lost and Found. The Lost and Found Manager will oversee the Sun Valley lost and found, including the donation of items to a local charity after a set period of time.

7.12. Lunchtime Club. The Lunchtime Club Manager will oversee Sun Valley student lunchtime Clubs that might include, but are not limited to, crafts, coding, recycling or other activities.

7.13. Rockin' Run. The Rockin' Run Manager shall oversee a race for the benefit of the Sun Valley PTO.

7.14. Dad's Club. The Dad's Club Manager shall oversee the Sun Valley Dads Club meetings and events, and will coordinate with the Executive Board.

7.15. School English Learners Advisory Council (SELAC). The SELAC Manager shall serve as representative to the School English Learners Advisory Council.

7.16. Yearbook. The Yearbook manager shall oversee the production and sale of the Yearbook on an annual basis.

7.17. Other Events. Other Managers may be added to this list on an as-needed basis for new events or other purposes as determined by the needs and priorities of the current Executive Board.

## **8. General Membership Meetings**

8.1. All general meetings shall be open to the general membership, and shall be held at least quarterly during the school year at times selected by the Executive Board. Additional meetings may be called by the Executive Board or by a majority of the membership.

8.2. All general meetings shall be held at Sun Valley School, by hybrid means (in-person and virtual attendance options), and/or by virtual means (via a tool including, but not limited to, phone, google hangouts, zoom, etc.) unless otherwise designated by the Executive Board.

8.3. The privileges of holding office, making motions, and voting shall be limited to members of the PTO.

8.4. A quorum shall consist of a minimum of three Officers and five non-Officer PTO members.

8.5. All voting shall be done in-person and/or by virtual attendance. Vote results will be based on the simple majority of members present.

## **9. Executive Board**

9.1. The Executive Board shall consist of the President, First, Second, Third, Fourth, Fifth, and Sixth Vice Presidents, Secretary, Treasurer, Compliance Advisor, and the Sun Valley School Principal. Although the Principal is not a PTO elected officer, the Principal shall be a permanent voting member of the Executive Board.

9.2. The Executive Board shall transact necessary business between PTO meetings, and such business referred by the PTO. The Executive Board also shall create and maintain committees as necessary to carry on PTO work.

9.3. The Executive Board is subject to the PTO general membership, and none of its acts shall conflict with generally approved PTO wishes.

9.4. All Executive Board meetings shall be held at Sun Valley School or another location in San Rafael, by hybrid means (in-person and virtual attendance options), and/or by virtual means (via a tool including, but not limited to, phone, google hangouts, zoom, etc.) unless otherwise designated by the President.

9.5. Executive Board meetings shall be held semi-weekly or monthly. Additional meetings may be called by the President or by a majority of the Executive Board.

9.6. A quorum shall consist of a minimum of 50% of Officers, plus one.

9.7. All voting shall be done in-person and/or by virtual attendance. Vote results will be based on the simple majority of Executive Board members present.

## **10. Finance**

10.1. The PTO shall raise funds as necessary to carry out its objectives, with all such money to be deposited in a general fund, a general reserve fund, or a capital reserve fund (as appropriate).

10.2. An annual budget will be developed by the Budget Committee by the end of Spring, based in part on expenditure requests from administrators, teachers, and parents of Sun Valley School. The Budget Committee shall include the PTO treasurer, the PTO president, and up to three PTO members as selected by the executive board, the school principal, the primary administrative assistant, and three certified teaching staff. The annual budget shall be submitted

in writing by the Executive Board to the general membership at the September general meeting, and shall be approved or amended at the general meeting by a simple majority of members present.

10.3. Budgeted money may be expended with the authorization of the Treasurer or Executive Board.

10.4. Any amendments to or deviations greater than \$5,000 from the budget must be reported at the next general membership meeting.

10.5. The budget year shall be August 1 to July 31. On July 31, all money allocated but not expended shall revert to the general or reserve fund with the exception of money designated to a specific fund (e.g., a specific capital improvement project).

## **11. Rules of Order**

11.1. The rules contained in Robert's Rules of Order Newly Revised, shall govern this PTO in all cases where they are applicable and not inconsistent with these Bylaws.

## **12. Amendments**

12.1. These Bylaws may be amended by a two-thirds vote of members present at any general membership meeting, provided notice of the proposed change has been given to the membership by either the Executive Board or another PTO member at least two weeks prior to the vote.

## **13. Standing Rules**

13.1. A copy of these Bylaws shall be given to members of the Executive Board at the beginning of their terms in office. A copy of these bylaws shall be made generally available to every member of the PTO and shall be made available on the PTO website.

## **14. Start-Up Operations**

14.1. During the first 180 days following the PTO's official incorporation by the California Secretary of State's office, all officer and manager duties and titles may be held by the PTO Incorporator. During this time, the PTO Incorporator may conduct all necessary business consistent with the PTO's Purpose, and may forego the conducting of general membership or Executive Board meetings.

14.2. During the first 180 days following the PTO's official incorporation by the California Secretary of State's office, the PTO Incorporator will propose and approve an initial slate of officers and managers.

14.3. The initial annual budget shall be developed during the first 210 days following the PTO's official incorporation by the California Secretary of State's office.



## **15. Dissolution**

15.1. It is the expectation that the PTO shall exist for the benefit of the school and its students, teachers, staff, and parents in perpetuity as long as Sun Valley Elementary is in existence.

15.2. If, however, the PTO decides to dissolve its operations which would occur by two weeks advance notice, a unanimous vote of the Executive Board and a 2/3 vote of the general PTO membership, the President, Treasurer and Compliance Advisor shall file the appropriate paperwork with the California Secretary of State's office and file the final tax returns.

15.3. Upon the winding up and dissolution of the PTO, after paying or adequately providing for the debts and obligations of the PTO, the remaining assets shall be distributed to a non-profit fund which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **16. Conflict of Interest Policy**

Whenever an Officer or Manager has a financial or personal interest in any matter coming before the Executive Board, the Executive Board shall ensure that:

16.1. The interest of such Officer or Manager is fully disclosed to the Executive Board.

16.2. No interested Officer or Manager may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Executive Board at which such matter is voted upon.

16.3. Any transaction in which an Officer or Manager has a financial or personal interest shall be duly approved by members of the Executive Board not so interested or connected as being in the best interests of the organization.

16.4. Payments to the interested Officer or Manager shall be reasonable and shall not exceed fair market value.

16.5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.