

Bylaws for Montera Junior High Parent Faculty Club

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BYLAWS

Article I-Name

The legal name of this organization is the Montera Junior High Parent Faculty Club, henceforth known as the Montera Parent Teacher Organization (MPTO), previously known as the Montera Parent Faculty Student Club (PFSC), located in the city of Oakland, California.

Article II-Purposes

Section 1

The purposes of this organization are to further the mission of Montera Middle School. Montera Middle School is a place where students are challenged to reach their full potential through rigorous and engaging instruction within a safe and caring community. Montera graduates are prepared to excel in high school. We embrace and cultivate the diversity of our school community.

This organization supports educating the whole child both academically and socially, in maintaining high academic standards and expectations, in ensuring that each student will develop and realize his or her fullest potential, and in ensuring that all students have equal access to a broad based curriculum in an environment that fosters dignity and respect for all.

The organization promotes the welfare of Montera students in home, school and community. It supports collaborative relationships between parents or other caregivers and the staff and faculty of Montera Middle School in order to create a climate where students can thrive. It seeks to enhance opportunities for academic, social, cultural and physical education at Montera Middle School. It supports the administration and teachers of Montera Middle School. It raises and allocates funds to accomplish these goals.

Section 2

The Association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding Section of any future Federal tax code (hereinafter Internal Revenue Code).

Article III-Basic Policies

The following are basic policies of this Association:

a.

The organization shall be noncommercial, nonsectarian and nonpartisan.

b.

The organization shall work with the school and community to provide

quality education for all students and shall seek to participate where appropriate in the decision making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by law to boards of education, state education authorities, and local education authorities.

c.

The organization shall work to promote the health and welfare of Montera students and shall seek to promote collaboration between parents or guardians, the faculty and staff of Montera Middle School, and the community at large.

d.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

e.

Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

f.

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

g.

Neither the organization nor its members in their official capacities 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. Nor shall the organization or its members in their official capacities, devote more than an insubstantial part of their activities to attempting to influence legislation by propaganda or

otherwise.

h.

Neither the organization nor members in their official capacities shall endorse any commercial entity or engage in activities not related to promoting the purposes of the organization.

i.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents against any liability asserted against or incurred by any Officer, Director, employees or agents in such capacity of arising out of the Officer's, Director's, employee's or agent's status as such.

j.

All board members shall be bound by the following agreements and code of conduct:

1. To abide by the organization's bylaws, policies, positions and procedures;

2. To discharge the duties and responsibilities of their individual offices with fidelity, integrity, and honesty and declare any and all personal and/or extended family conflicts of interest when organization issues, decisions, or funds are involved;

3. To not misuse the organization's federal tax-exempt status or exemption from sales tax for personal or unauthorized purposes nor disburse funds for any purpose other than authorized, budgeted organization programs, projects, and activities.

4. To refrain from making slanderous or defamatory comments regarding any individual or organization.

5. To follow the organization's and school district's guidelines for fundraising.

6. To abide by the following conflict of interest policy:

Board members and/or their families shall not seek to use their relation to this organization for financial, professional, business, employment, personal, and/or political gain.

A conflict of interest exists when a board members would have to participate in the deliberation or decision of any issue of this organization while, at the same time, the board member and/or his/her extended family has financial, professional, business, employment, personal and/or political interests outside the organization that could predispose or bias the board member to a particular view, goal or decision.

Board members shall promptly disclose any real or potential conflicts of interest (stating the nature of the conflict and pertinent information as appropriate) between their duties for this organization and their or their extended families' financial, professional, business, employment, personal and/or political interests.

When a conflict of interest is declared, the board members shall not use his/her personal influence or position to affect the outcome of any vote and shall leave the room during deliberations and voting. The minutes of the meeting shall reflect that a conflict of interest was declared.

Board members shall not:

- a. Seek to use the organization's name, influence, or resources for their own benefit or gain when running for any public elected office or while serving as an elected official.
- b. Directly or indirectly seek to use their current organization position or the organization's name in support of or against any specific candidate for elected public office, in any situation which is contrary to federal tax laws or the guidelines and policies of the organization.

Article IV-Membership and Dues

Section 1

Membership in this organization shall be made available without regard to race, color, creed, gender, sexual orientation, or national origin, under such rules and regulations as are not in conflict with the provisions and Bylaws of this organization. Membership is open to the Montera community defined as faculty, staff, and parents or guardians of current and incoming Montera students.

Section 2

The organization shall conduct an annual enrollment of members but may admit persons to membership at any time. Anyone eligible for membership in the organization may become a member at any time. Membership rights and privileges shall expire on the thirtieth (30th) day of each new academic year unless renewed.

Section 3

The officers of this Association shall be a president, a first vice president, a vice president for fundraising, a vice president for outreach and membership, a vice president for facilities, a vice president for technology, a vice president for marketing and communications, a vice president for academic enhancement, a vice president for volunteer coordination, a recording secretary, a treasurer, a financial secretary, an auditor, and a parliamentarian. These officers shall be elected annually, with the exception of the parliamentarian, who shall be appointed by the president, subject to the ratification of the board.

All parents and guardians of Montera Middle School students as well as parents and guardians of students who will become Montera Middle School students in the next academic year, shall become members by submitting a membership application in a form approved by the board and paying the annual membership dues in the amount having been set by the board. The board shall periodically review the amount of membership dues, giving due regard to encouraging wide and diverse membership in the organization.

Faculty members and school staff shall become members of the organization upon request and without dues or need to make a financial contribution to the organization.

Article V-Officers and Their Election

Section 1

Each officer or board member of this organization must be a member of the organization.

Section 2

Any office may be held by two people upon mutual consent of each person sharing such office, and provided that such officers are jointly elected to hold such office. Should an office be held jointly by more than one person, and one of them should resign or otherwise become unavailable to continue in that position, the other person shall be the sole holder of that office, unless the remaining person consents to continue to share the office with a new nominee elected by the board or board-elect, in accordance with the provisions of Article five, sections nine and ten of these bylaws. If one person is initially elected to an office, and subsequently consents to share the office with a new nominee, the board or board-elect may elect a person to share that office, in accordance with the provisions of Article five, sections nine and ten of these bylaws. When two people share one office, each shall be entitled to one-half vote in votes taken by the board.

Section 3

a.

Nominations for office shall be made by a nominating committee which shall be appointed by the board and ratified by a majority vote of the general membership.

b.

The nominating committee shall be elected at least 60 days prior to the annual election meeting. The committee shall serve until the annual election meeting.

c.

The nominating committee shall be composed of five members with five alternates, all of whom shall be members of this organization. The principal of the school, or a faculty representative appointed by the principal, may serve in an advisory capacity. The committee shall elect its own chairperson.

d.

No member shall serve on the nominating committee for more than three consecutive years.

e.

Immediately upon its election the parliamentary shall meet with the nominating committee to set the date of its first meeting.

f.

Alternates need not attend meetings, unless an elected member cannot be present. In that event, the alternate becomes the permanent member, replacing the elected member until such time as the committee is discharged of its duties at the time of the election.

g.

The report of the nominating committee shall be submitted to the general membership at least seven days prior to the annual election meeting by posting both on this organization's page of the Montera Middle School Web Site, and by hard copy in the office of Montera Middle School. At the annual election meeting, additional nominations for any office may be made by any member of the organization in attendance.

h.

In recruiting candidates for nomination for board positions, the nominating committee shall, to the greatest extent possible, seek to find suitable candidates from all segments of the diverse Montera community, in an effort to form a board that reasonably reflects and derives the benefits of that diversity.

Section 4

The privilege of holding office shall be limited to members of this organization. Members who are parents or guardians of students who will become Montera Middle School students in the upcoming academic year are eligible to be nominated to hold office for the upcoming academic year.

Section 5

a.

Only those persons who will be eligible to hold office and who have signified their consent to serve if elected shall be nominated for or elected to office.

b.

No two individuals who are related by blood or marriage, or who reside in the same household, may be nominated for or hold more than one of

the following offices at any given time: president, treasurer, financial secretary and auditor.

Section 6

Election of officers shall be held by majority vote at the annual election meeting in April. Should the only person(s) nominated for a specific office be the individual(s) named by the nominating committee, the individual(s) nominated shall be elected if a majority of the members of the organization present and voting vote to approve the nomination. If there are eligible nominations for a specific office in addition to the names put in nomination by the nominating committee, the winner of that contested election shall be made by majority vote of the membership present and voting.

Section 7

Officers shall assume their duties on July 1. Officers shall serve until June 30. No individual may hold more than one elected office at a time.

Section 8

The president-elect may call meetings as necessary of the officers-elect and the principal of the school, or a representative appointed by the principal, to ratify the appointments of appointed officers and chairpersons, and to make plans for the coming year's work.

The members of the executive-board-elect shall meet and confer with the board of the current year to adopt the recommended budget for the organization for the next school year.

Section 9

If an office remains unfilled, or becomes vacant, after election but before July 1, it shall be considered a vacant office to be filled by election by the board-elect in the same manner as vacancies are filled by election of the board for vacancies occurring after July 1.

Section 10

A vacancy occurring in any office shall be filled for the unexpired term by a person or persons elected by the board. Election to fill a

vacancy shall require a majority vote of the board present and voting, provided that at least ten days previous notice of such election has been given to all members of the board eligible to vote. If less than ten days notice is given, the election to fill the vacancy shall require a 2/3 vote of all eligible votes. The first vice president shall serve notice of the election to the members of the board, in the event that a vacancy occurs in the office of president.

Article VI- Duties of Officers

Section 1 - Duties of President

The president shall:

a.

Coordinate the work of officers and committees of the organization in order that the purposes of the organization may be promoted.

b.

Preside at all meetings of the organization and the board.

c.

Be a member ex officio of all committees except the nominating committee.

d.

Appoint the parliamentarian and the chairpersons of committees, subject to the ratification of the board.

e.

Assure that a list of the organization's officers and chairpersons is prepared and promulgated.

f.

Assure that all newsletters, flyers and/or notices of the organization are approved by the principal, whenever appropriate, prior to their distribution or publication.

g.

Assure that all contracts or other legally binding documents are duly approved by the organization, prior to signing such a contract or document. Such contracts or documents shall be jointly executed by the president and another appropriate officer of the organization.

h.

The president shall be an authorized signer for the financial accounts of the organization, but shall not be related by blood or marriage or reside in the same household as any other authorized signers for the organization's financial accounts.

i.

Perform such other duties as may be prescribed in these bylaws or assigned by the organization.

Section 2 - Duties of First Vice President

The first vice president shall:

a.

Represent the president in assigned duties and substitute for the president in his or her absence. Should the office of president become vacant, the first vice president shall assume the duties of acting president until such time as a new president is elected by the board.

b.

The first vice president shall represent the organization in its relations with the Montera School Site Council.

c.

The first vice president shall be an authorized signer for the financial accounts of the organization, but shall not be related by blood or marriage or reside in the same household as any other authorized signers for the organization's financial accounts.

d.

The first vice president shall perform such other duties as may be assigned by the president or board.

Section 3 -- Duties of Other Vice Presidents

The Vice President for Fundraising:

a. This vice president shall have primary responsibility for organizing and overseeing the organization's fundraising events, annual giving campaign, corporate giving campaign, and grant solicitations.

b. This vice president shall organize and chair meetings and activities of fundraising committees to develop and implement a fundraising plan for the organization, and make recommendations to the board and the organization concerning fundraising activities and events.

c. This vice president shall perform such other duties as may be assigned by the president or board.

The Vice President for Outreach and Membership:

a. This vice president shall organize and oversee communications and outreach efforts with the greater Montera community on behalf of the organization.

b. This vice president shall oversee and coordinate efforts to maximize membership and participation in this organization of all eligible members of the Montera community, and shall make recommendations to the board and general membership to achieve broad and diverse membership and participation in this organization.

c. This vice president shall perform such other duties as may be assigned by the president or board.

Vice President for Volunteer Coordination:

a. This vice president shall oversee the organization's efforts to recruit volunteers to further the goals of the organization, and coordinate the activities of those volunteers.

b. This vice president shall perform such other duties as may be assigned by the president or board.

a.

Vice President for Facilities:

a. This vice president shall oversee and coordinate efforts to preserve and improve the physical facilities of Montera Middle School, and shall chair the Facilities Committee, making recommendations to the board and general membership concerning preservation and improvement of the physical facilities of Montera Middle School.

b. This vice president shall perform such other duties as may be

assigned by the president or board.

Vice President for Academic Enhancement:

a. This vice president shall make recommendations to the board and general membership concerning academic enhancement at Montera Middle School, and shall oversee and coordinate implementation of such policies and programs.

b. This vice president shall perform such other duties as may be assigned by the president or board.

Vice President for Communications and Marketing:

a. This vice president shall oversee the organization's efforts to communicate with the Montera community through such vehicles as the website, eBulletin, Monitor, other social media, mailings, emailings, posters, news media and all other appropriate communications tools.

b. This vice president shall oversee and coordinate promotion of events and distribution of messages to Montera and the larger community.

Vice President for Technology:

a. The Vice President for Technology shall advise and drive the technology solutions for the benefit of the organization.

b. This vice president shall perform such other duties as may be assigned by the president or the board.

Section 4

The recording secretary shall:

a.

Keep an accurate record of the proceedings of all meetings of the organization and the board in a bound book which shall be the legal record of proceedings and determinations of the organization.

b.

Take such actions as are appropriate to obtain approval and ratification of the minutes of such meetings, and to be prepared to refer to minutes of previous meetings.

c.

Prepare a list of all unfinished business for the use of the president.

d.

Record all approved expenditures in the minutes, by including recitation of such financial reports in the minutes.

e.

Prepare and maintain a current list of the members of the organization as provided by the vice president for membership.

f.

Maintain and publish a current copy of the bylaws and standing rules of the organization.

g. Perform such other duties as may be delegated to the secretary.

Section 5

The treasurer shall:

a. Keep such permanent books of account and record as shall be appropriate and sufficient to establish the items of gross income, receipts and disbursements of the organization.

b. Chair and oversee the budget committee and prepare the budget for adoption by the organization.

c. Ensure that there are two authorized signatures on all checks. Unless unavailable, the treasurer shall sign all checks with one of the following officers as the other authorized signer: president, first vice president or financial secretary. The authorized signers shall not be related by blood or marriage or reside in the same household.

d. Keep an accurate record of receipts and disbursements in a ledger which is a permanent record of this organization. All other financial records shall be retained for at least seven years, including the current year.

e. Keep the membership informed of expenditures as they relate to the budget adopted by the organization.

f. Present a treasurer's report at every meeting of the organization and the board, and at other times when requested by the organization or the board.

g. Make an annual financial report to the organization, which shall include gross receipts and disbursements for the year.

h. File tax returns and such other reporting as may be necessary or appropriate.

Section 6

The financial secretary shall:

a. Receive all moneys for the organization and deposit immediately in the name of the organization in a bank approved by the board.

b. Receive and retain a copy of the deposit slips for all deposits made, and promptly submit them to the treasurer for filing with the financial records of the organization.

c. Keep an accurate record of all deposits filing with the treasurer's financial records for the organization.

d. Present a monthly report at every meeting of the organization and the board and at such other times when requested by the organization or the board. Make an annual report to the organization and the board.

e. The financial secretary shall be an authorized signer for the financial accounts of the organization, but shall not be related by blood or marriage or reside in the same household as any other authorized signers for the organization's financial accounts.

Section 7

The auditor shall:

a.

Audit the books and financial records of the organization semi-annually, in December and July. Such audits shall be completed and reported at the next meetings of the board and general membership.

b.

Audit the books upon resignation or other disqualification of the treasurer and at any time deemed necessary or prudent by the board, by vote of the board.

c.

Prepare a written report to the board and the organization within 30 days of an audit.

d.

The auditor must not be related by blood or marriage, or reside in the same household, as the financial officers of the organization or any of the authorized signers of checks.

Section 8

The parliamentarian shall:

a.

Attend all meetings of the organization and the board and give necessary advice in parliamentary procedure when requested.

b.

Call the first meeting of the nominating committee, conduct election of a chairperson and give instruction in procedure. The parliamentarian shall also be available to be contacted for additional information, if needed, but shall attend meetings of the nominating committee only if elected to serve as a member of the committee.

c.

Chair the bylaws committee and review and propose revisions to the bylaws and standing rules as deemed appropriate.

d.

Be entitled to all rights and privileges of membership in the board, including the right to make motions, debate and vote in all matters before the board.

Section 9

Should any officer fail to attend three consecutive meetings without notice, or fails to fulfill the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the board determines to be injurious to the organization or its purposes, the board may by two-thirds (2/3) affirmative vote of all board members, take such action as it determines appropriate, which may include removal of the person from office.

Section 10

Any member of the board may resign by filing a written resignation with the president.

Article VII-Organization Meetings

Section 1

Organization meetings shall be held the first Tuesday of September, October, November, February, March, April, May and June of the school year, or as scheduled by the organization or the board.

Board meetings shall take place on the last Thursday of each month, except as otherwise ordered by majority vote of the board.

Section 2

The organization's April meeting shall be the annual election meeting, at which time officers shall be elected.

Section 3

The organization's annual budget for the next school year, which shall require majority approval and ratification by the membership, shall be acted upon at the June membership meeting.

Section 4

Special meetings of either the board or the general membership may be called by the president with notification being made to all members at least 7 days in advance of such meeting. Only business specified in the notice of the special meeting may be transacted at that special

meeting. The president shall call such special meetings upon the request of two board members.

Section 5

Six members shall constitute a quorum at general membership meetings.

Section 6

The privilege of making motions, debating and voting shall be limited to members of the Association who are present.

Article VIII- Board

Section 1

The board shall consist of all of the officers of the organization, the teacher representative(s) and the principal of the school, or a representative appointed by the principal, all of whom shall be members of this organization.

Section 2

The board:

a.

Shall transact necessary business between meetings of the organization and such other business as may be referred by the organization.

b.

May authorize the payment of organization's bills within the limits of the budget adopted by the organization. Such actions must be ratified at the next organization meeting and must be recorded in the organization's minutes.

c.

May authorize the payment of other unbudgeted organization bills, not to exceed \$2,000, between meetings of the organization. Such actions must be ratified by the approval of a 2/3 majority. **During the summer months when school is not in session, the Board may approve expenditures outside of the**

budget up to \$10,000. The vote must be unanimous and 50% of the board members must be present.

Section 3

The board is subject to the orders of the organization and none of its actions may conflict with any action taken by the organization.

Section 4

An organization member shall not serve as a member of the board while receiving any remuneration, directly or indirectly, from the organization.

Section 5

The board shall meet at least once a month during the school year, unless otherwise ordered by the board.

Section 6

Special meetings of the board may be called by the president, with notification being made to all members of the board at least 7 days in advance of such meeting. Only business mentioned in the notice of the special meeting may be transacted at that special meeting. When deemed necessary by the president, upon such required notice, special meetings of the board may be conducted by phone conference. When deemed necessary by the president, upon such required notice, votes on matters by the board may be conducted by email.

Section 7

A minimum of four board member votes shall constitute a quorum for the board.

Article IX-Fiscal Year and Identification Number

Section 1

The fiscal year of this Association shall begin July 1st and end June 30th.

Section 2

The Internal Revenue Service Employer Identification Number for this PFSC is 23-7266421.

Article X Amendments

These by-laws may be amended as follows: At any meeting of the board, by a two-thirds majority vote of a quorum being present, provided that the amendments further the purposes and objectives of the organization as stated in these bylaws. All amendments must conform to the guidelines, laws and regulations of the State of California and United States government. Such amendments shall be submitted for ratification by the general membership at the next regularly scheduled meeting of the general membership of the organization. Such amendments shall remain in full force and effect unless and until disapproved by majority vote of the general membership at such meeting. Prior to approval or disapproval of amendments to the bylaws previously adopted by the board, changes may be offered at the general membership meeting to the language of the amendments. Such changes to the language of the amendments may be adopted at the general membership meeting if approved by a 2/3 majority of all eligible members of the organization present and voting.

Article XI -- Rules of Procedure

The proceedings of this organization shall be conducted in accordance with all applicable provisions of local, California, and federal law, the applicable policies and procedures of the Oakland Unified School District, the provisions of the Articles of Incorporation of this organization, the provisions of these Bylaws, the Standing Rules adopted by this organization, and to the extent not superseded or modified by any of the above, the provisions of the most recently published edition of *Robert's Rules of Order*. Procedural rules may be suspended by unanimous consent of all those present and voting. Matters adopted following suspension of the rules of procedure may be adopted only by unanimous vote of all those present and voting. Only rules governing procedure may be suspended by unanimous consent.

Standing Rules of the organization are those adopted by majority vote at any appropriate meeting of the organization or its board, and which are not in conflict with the provisions of these bylaws or of any applicable local, California, federal or Oakland Unified School District superseding laws, rules, guidelines or provisions.
