

**MENLO PARK CITY SCHOOL DISTRICT
PARENT TEACHER ORGANIZATION COUNCIL**

SECOND AMENDED AND RESTATED BYLAWS

(Effective as of March 3, 2023)

- I. **NAME.** The name of the organization shall be the Menlo Park City School District Parent Teacher Organization Council (“***District Council***”).
- II. **PURPOSE.**
- A. The purpose of the District Council shall be to foster cooperative relationships among the Laurel School Parent Teacher Organization, Encinal School Parent Teacher Organization, Oak Knoll School Parent Teacher Organization, and Hillview Middle School Parent Teacher Organization (collectively, the “***Member PTOs***”), the Menlo Park-Atherton Education Foundation (“***MPAEF***”) and the Board of Education (the “***School Board***”) of the Menlo Park City School District (the “***District***”), to promote and support the education and welfare of the students at Hillview Middle School, Oak Knoll School, Laurel School and Encinal School (collectively, the “***District Schools***”), and to facilitate communication and encourage cooperation in the District.
 - B. The District Council is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereafter “***Internal Revenue Code***”).
- III. **POLICIES.**
- A. The District Council shall be non-commercial, non-sectarian, and nonpartisan.
 - B. Neither the name of the District Council nor the names of any members in their official capacities 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 District Council.
 - C. The District Council shall not, 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, candidates for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
 - D. The District Council shall work with the District, the District Schools and the Member PTOs 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 has been delegated by the people to the School Board.

- E. The District Council shall collaborate with the MPAEF to further the initiatives of the District, including the MPAEF's efforts to raise funds for the District. Neither the District Schools, the MPAEF, the School Board nor the Member PTOs shall have the right to make decisions or set policies for the District Council without the participation and consent of the District Council.
- F. The District Council may cooperate with other organizations and agencies in the fulfillment of its purpose, but persons representing the District Council in such matters shall make no commitments that bind the District Council, unless authorized by the District Council.
- G. No part of the net earnings of the District Council shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the District Council shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.
- H. Notwithstanding any other provision of these bylaws, the District Council shall not engage in any activities prohibited (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.
- I. Upon the dissolution of this District Council, after paying or adequately providing for the debts and obligations of the District Council, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IV. MEMBERSHIP.

- A. **Regular Membership.** All parents and/or legal guardians of students who currently attend any school in the District and all current faculty and staff of the District, of District Schools and of MPAEF shall be eligible for membership in the District Council. Regular Members shall have the right to attend and participate in all meetings and activities of the District Council, but shall not have the right to vote.
- B. **Voting Membership.** Voting Members of the District Council shall consist of the following members: (i) each of the District Council Officers (i.e., President / Co-Presidents, Secretary / Parliamentarian, Treasurer/Administrator, Auditor), (ii) each Member PTO, (iii) the MPAEF, (iv) the Superintendent of the District, (v) each Principal of a District School, and (vi) a member of the School Board, or, in each case, their designated representative(s). Each Member PTO and the MPAEF constitute an "entity" and shall have only one vote on the District Council. Voting Members shall have the right to vote on all issues before the District Council, including the election of District Council Officers and Administrative Chairs. With the exceptions of the Superintendent, the Principals of the District Schools,

and the MPAEF Executive Director, no Voting Member shall serve as a paid employee of the District, any District School, any Member PTO, the MPAEF or the District Council.

V. MEETINGS

- A. **Regular Meetings.** Meetings of the District Council shall be held on the first Friday of September, November, January, March, May and June or as mutually agreed upon with meetings held a minimum of every other month during the school year. The time and place of the meetings shall be announced at least fourteen (14) calendar days prior to the meeting. Any meeting held virtually and any business or voting conducted therein shall have the same force and effect as an in-person meeting.
- B. **Special Meetings.** The President or Co-Presidents may call Special Meetings of the District Council. The President or Co-Presidents must call a Special Meeting upon the written request of a majority of the Voting Members or of at least two of the Member PTOs. The time and place of all Special Meetings shall be announced at least seven (7) calendar days prior to the meeting. Only business mentioned in the notice of a Special Meeting can be transacted at that Meeting.
- C. **Quorum.** A quorum of the District Council shall consist of at least seven (7) Voting Members, with at least one representing each of the four Member PTOs and one representing the MPAEF.
- D. **Voting.** A majority vote of the Voting Members present at any meeting at which a quorum is present shall be required for all action to be taken by the District Council.
- E. **Action Without Meeting.** Any action required or permitted by the District Council may be taken without a meeting, if all Voting Members of the District Council individually or collectively consent in writing, including by email, to such action. Written consent or consents shall be filed with the minutes of the proceedings of the District Council. Action by written consent shall have the same force and effect as a unanimous vote of the District Council at a duly authorized meeting.

VI. OFFICERS

- A. **Positions.** The Officers of the District Council shall consist of (i) President or two (2) Co- Presidents, (ii) a Secretary/Parliamentarian, (iii) a Treasurer/Administrator, and (iv) an Auditor (collectively, the “*Officers*”). Where two persons are elected to fill the same position, both of the persons shall be given all of the rights and responsibilities of the office as enumerated herein. The Officers shall be voting members of the District Council and shall be elected annually. Neither the President/Co-Presidents, Treasurer/Administrator, Secretary/Parliamentarian or Auditor during any year shall be related by blood or marriage or reside in the same household.
- B. **President.** The President shall be the principal executive officer of the District Council, a member of the Executive Committee and shall in general supervise

and control all of the activities of the District Council. The President shall preside at all meetings of the District Council, oversee the activities of the Administrative Chairs and share in all executive duties. The President shall also perform other duties as may be prescribed in these bylaws or assigned by the District Council. The President should be a past PTO or MPAEF President and must have significant PTO and/or MPAEF leadership experience. In the case of Co-Presidents, at least one Co-President should be a past PTO or MPAEF President and both must have significant PTO and/or MPAEF leadership experience. The President or Co-Presidents must be selected from a different elementary school boundary area than the previous President or Co-Presidents. A President or Co-President can serve a maximum of two terms as defined in Section VIII B. Term of Office. There may not be consecutive Presidents or Co-Presidents selected from the same elementary school boundary area. The President's or Co-Presidents' elementary school boundary area will be determined by the school their children attend or attended, and not their residence.

- C. **Secretary/Parliamentarian.** The Secretary/Parliamentarian shall be a member of the Executive Committee. The Secretary/Parliamentarian shall keep the minutes of the proceedings of the District Council, keep current copies of all organizational documents and records, create and maintain a District Council roster and distribute a copy of the bylaws at the first meeting of the District Council. The Secretary/Parliamentarian shall give necessary advice in parliamentary procedure and legislative actions of relevance to the member PTOs when requested, and review the bylaws annually. The Secretary/Parliamentarian shall call the first meeting of the Nominating Committee, shall act as the chair of or appoint the chair of the Nominating Committee, shall be available to the Nominating Committee in an advisory capacity, and shall conduct the election of the officers. The Secretary/Parliamentarian shall, in general, perform all duties incident to the office of Secretary and/or Parliamentarian and such other duties as may be assigned by the President or Co-Presidents or the Executive Committee.
- D. **Treasurer/Administrator.** The Treasurer shall be a member of the Executive Committee. The Treasurer shall have charge of and be responsible for all funds of the organization, shall receive any monies due and payable to the organization from all sources, and shall deposit such funds in such banks or other organizations as are selected by the District Council. The Treasurer shall make disbursements as authorized by the President or Co-Presidents, Executive Committee, or District Council in accordance with the budget adopted by the District Council. The Treasurer shall collect all membership dues as are established by the organization. The Treasurer shall present a written financial report at each District Council Meeting and at other times as requested by the District Council. The Treasurer shall be responsible for filing all tax returns and other forms required by government agencies and for ensuring that the organization has obtained appropriate insurance coverage as determined by the District Council, and for oversight of member PTOs timely filing of taxes, dues (if applicable), insurance renewal, charitable forms, and any other financial forms. The Treasurer shall maintain a district calendar of significant member organization events for reference by the member organization and the District. The Treasurer shall, in

general, perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or Co-Presidents or the Executive Committee.

- E. **Auditor.** The Auditor shall audit the books and records of the organization as of February and August, shall prepare and present to the District Council reports of such audits, and shall audit the books and records upon resignation of the Treasurer or at any other time deemed advisable by the District Council.

VII. ADMINISTRATIVE CHAIRS

- A. **Positions.** The District Council Administrative Chairs shall consist of the following: (a) Programming Chair, (b) Recognition Chair, (c) One Community Campaign Coordinator(s), (d) Community News Coordinator and (e) OCC Communications Chair, and shall report to the President or Co Presidents. These Administrative Chairs will be ex-officio, non-voting members of the District Council and are, therefore, not required to attend District Council meetings unless directed by the President or Co-Presidents. The Chairs shall transact necessary business during the intervals between the meetings of the District Council, and transact other such business as may be referred by the District Council or these bylaws.

- a. **Programming Chair.** The Programming Chair shall be responsible for organizing and implementing speakers for District Council and/or District events.
- b. **Recognition Chair.** The Recognition Chair shall be responsible for coordinating volunteer recognition activities among the four PTOs and MPAEF, and planning any District-wide recognition event.
- c. **One Community Campaign Coordinator(s).** The One Community Campaign Coordinator(s) are responsible for leading the tactical execution of the fall joint PTO and MPAEF fundraising campaigns (the “*One Community Campaign*” or the “*OCC*”), including facilitating joint meetings, tracking campaign progress, monitoring adjustments, and coordinating requests of District leadership. The One Community Campaign Coordinators are responsible for campaign evaluation, for planning in the spring the following year’s campaign, and for facilitating the collaborative planning process between the PTOs and the MPAEF. The One Community Campaign Coordinators are not empowered with decision-making authority binding to either the Member PTOs or the MPAEF. One Community Campaign Coordinators shall be selected as representatives from a Member PTO and from the MPAEF. A single person can hold this role if such a person is found who fulfills both organizations’ needs. The term of the One Community Campaign Coordinators will run 14 months, from May of one school year to commence planning for the next year’s OCC campaign through June 30th of the following school year. Ideally, the Coordinator(s) will overlap from May to June, during which time the experienced Coordinator(s) will train

the new Coordinator(s), who will take over effective July 1st of such year and serve until the following June 30th.

- d. **Community News Coordinator.** The Community News Coordinator serves as a clearinghouse for news and camp information from the outside community to be distributed through the Member PTO newsletters. The Community News Coordinator will work with the President or Co-Presidents and the Superintendent to establish guidelines for what is appropriate for distribution and will send approved news articles to the Member PTO newsletters and publish them on the District website.
- e. **One Community Campaign (OCC) Communications Chair.** The OCC Communications Chair is responsible for ensuring the collection and dissemination of materials related to the tactical execution of the OCC. This includes coordinating meetings/deliverables with the OCC marketing team, maintaining a calendar of events that occurs at each school site and across the district, suggesting engagement events and materials, presenting weekly email/newsletter communications to the OCC Operating team for discussion, and delivering weekly newsletter content to the appropriate contacts in a timely manner. The OCC Communications Chair may also partner closely with the OCC Campaign Coordinators to assist in their role as needed. The OCC Communications Chair is not empowered with decision-making authority binding to either the Member PTOs or the MPAEF. OCC Communications Chair shall be selected as representative from the Member PTOs or the MPAEF. A single person can hold this role while serving in another OCC capacity at the same time. The term of the OCC Communications Chair will run 18 months, from January of one school year through the end of the following school year. Ideally, the OCC Communications Chair will overlap from January to June, during which time the experienced OCC Communications Chair will train the incoming OCC Communications Chair as they prepare materials for the following fall campaign.

VIII. ELECTIONS AND REMOVAL.

- A. **Procedure.** The election of Officers and Administrative Chairs shall take place during the District Council meeting in May of each year, with the exception of the One Community Campaign Coordinator(s) and the OCC Communications Chair, who will be voted into office in March, to the extent possible, in order to begin their 14-month term in May. All Voting Members of the District Council may participate in the election. The Nominating Committee shall present a slate of Officers for election 48 hours prior to the date of the election, and the Nominating Committee will call for further nominations from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be by written ballot.
- B. **Term of Office.** The term of each office shall be one year, beginning on August 1 and ending on July 31 of each year, except in the case of the One Community

Campaign Coordinator or Coordinators, who will hold a 14-month term from May of one school year to commence planning for the next year's OCC campaign and ending on June 30th of the following school year. All District Council Officers may be elected to the same or other office for no more than two consecutive terms. Administrative Chairs may be elected to the same or other office two consecutive terms, or more terms by individual approval by the Executive Committee.

- C. **Nominating Committee.** The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as Officers of the District Council. The committee shall prepare a slate of Officers to present for election by the District Council. The committee shall contact all persons who will be nominated to confirm their willingness to serve. The committee shall ensure that all nominees are eligible to serve in the office. The Nominating Committee establishes the slate for all District Council officers and Administrative Chair positions. The Nominating Committee will work in late Winter to fill the position of One Community Campaign Coordinator or Coordinators, and in the late Winter/early Spring to fill all other District Council positions.
- D. **Selection.** A majority of the votes cast by the sitting District Council shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.
- E. **Vacancies.** Any vacancy in office because of death, resignation, or inability to serve shall be filled by the District Council for the unexpired portion of the term. However, should a vacancy occur in the office of the President or Co-Presidents, the Executive Committee, or remaining Co-President with the Executive Committee, shall determine the proper course of action to ensure District Council has sufficient leadership for the remainder of that year. Should a vacancy occur in any of the other District Council nominated positions for any reason, the President or Co-Presidents with the Executive Committee shall determine if the vacancy shall be filled by election at the next regular meeting of the membership, consistent with the procedures established herein.
- F. **Removal.** When an Officer fails to attend three consecutive meetings of the District Council, or four meetings total during the course of a year, without adequate excuse, or when an Officer is not fulfilling the responsibilities of the office as prescribed in these bylaws, or engages in conduct which the District Council determines to be injurious to the organization or its purposes, the District Council may by a two-thirds (2/3) affirmative vote, take action as it determines appropriate, which may include: (1) asking for the resignation of the Officer; and/or (2) voting to remove the Officer from office.

IX. EXECUTIVE COMMITTEE

A. **General Powers.** The Executive Committee of the District Council shall consist of the Officers and the Presidents of the Member PTOs and MPAEF, or, in each case, representatives of such individuals. The Executive Committee shall transact necessary business during the intervals between the meetings of the District

Council and other such business as may be referred by the District Council or these bylaws. It may:

- i. Create Standing and Special Committees;
 - ii. Approve the plans and work of Standing and Special committees;
 - iii. Present reports and recommendations at the meetings of the District Council;
 - iv. Prepare and submit a budget to the District Council for approval;
 - v. Authorize the payment of bills within the limits of the budget adopted by the District Council subject to ratification at the next meeting of the District Council;
 - vi. Authorize payment of unbudgeted amounts not to exceed a cumulative total of \$500.00 between meetings of the District Council, subject to ratification at the next meeting of the District Council; and
- i. Fill any vacancies in offices of the District Council.

B. Meetings. Meetings of the Executive Committee may be called by the President or Co-Presidents or by a majority of the Executive Committee. Adequate notice of all meetings shall be given to all members of the Executive Committee and, in the absence of an emergency, at least seven (7) days in advance. When possible, notice of the meetings should be announced to all Voting Members of the District Council.

C. Quorum. A majority of the regular members of the Executive Committee shall constitute a quorum for the transaction of business.

D. Voting. The act of the majority of the regular members of the Executive Committee present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Committee.

E. Action Without Meeting. Any action required or permitted by the Executive Committee may be taken without a meeting, if all members of the Executive Committee individually or collectively consent in writing, including by email, to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee at a duly authorized meeting.

X. ADDITIONAL STANDING AND SPECIAL COMMITTEES

A. Nominating Committee. The Nominating Committee shall be composed of (i) the Vice-Presidents of each Member PTO or their respective designated representative, (ii) one currently seated MPAEF co-president or its designated representative, and (iii) the Secretary/Parliamentarian, and will begin to meet at least two months prior to the March meeting of the District Council to fill the position of One Community Campaign Coordinator or Coordinators, and at least two months prior to the May meeting of the District Council to fill all other positions. The committee shall carry out its responsibilities as specified in Section VI.

- B. **Other Standing Committees.** The District Council may establish such other Standing Committees as it deems necessary and advisable. The President or Co-Presidents shall appoint the chairpersons of all Standing Committees, who shall serve as ex-officio members of the District Council. Only Voting Members of a Member PTO or current MPAEF board members may serve as chairpersons. The chairperson of each committee shall recruit the members for his or her committee. Any Member of a Member PTO or the MPAEF Board may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the District Council, which must approve all such reports.
- C. **Special Committees.** The President or Co-Presidents and/or the District Council may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time and/or task has been completed, or on July 31 of each year, whichever occurs first. The Co-Presidents shall appoint the chairpersons of all Special Committees. Only Members of a Member PTO or the MPAEF Board may serve as chairpersons. The Chairperson shall report the plans and activities of the committee to the District Council, which must approve all such reports.

XI. FINANCES

- A. **Fiscal Year.** The fiscal year of the organization shall begin August 1st and end July 31st of each year.
- B. **Dues.** The organization shall authorize and collect dues from the Member PTOs to be used for the operation of the organization. Any change in the amount of the dues shall be approved by a vote of the District Council acting in the manner prescribed in Section IV.
- C. **Budget.** The Treasurer shall present to the District Council at the last Regular Meeting of the year a budget of anticipated revenue and expenses for the following year. This budget shall be used to guide the activities of the District Council during the year. Any substantial deviation from the budget must be approved in advance by the District Council.
- D. **Obligations.** The District Council may authorize any Officer or Officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization. The Officers shall not have the authority, however, to enter into such agreements on behalf of the District, any District School, any Member PTO, or the MPAEF, nor should they hold themselves out as having such authority.
- E. **Loans.** No loans shall be made by the organization to its officers or members.
- F. **Commercial Paper and Procedure for Reimbursement/Disbursements.**
 - (a) **Banking may be conducted digitally.** All checks, drafts, or other orders for the payment of money on behalf of the organization in an amount greater than \$500.00 shall be authorized by the District Council President or a Co-President, Treasurer and/or the Superintendent. The Treasurer may authorize any payments in amounts less than \$500.00 with proper supporting documentation

(as set forth below) and appropriately executed ‘Menlo Park District Council Reimbursement/Disbursement Authorization Form.’

(b) Required Authorizations for Reimbursements/Disbursements:

- 1) Any reimbursements require a signed or electronically executed ‘Menlo Park District Council Reimbursement/Disbursement Authorization Form’ executed by the respective Committee Chair, along with a valid invoice, receipt or supporting documentation, before payment is issued by the Treasurer. All supporting documentation will be scanned and placed on a shared Google drive space viewable by the Treasurer, the Auditor, and the District Council President.
- 2) For any requests for reimbursement not discussed by the District Council President and/or the Superintendent in the bimonthly District Council meetings where pre-authorization is granted, the Treasurer may discuss separately with the District Council President and/or the Superintendent to obtain approval before issuing reimbursement.

G. Financial Report. The Treasurer shall present a financial report at each District Council Meeting and shall prepare a final report at the close of the year. The District Council shall have the report and the accounts examined in February and August of each year, and upon resignation of the Treasurer or at any other time deemed advisable by the District Council, by the Auditor, who, if satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

- XII. AMENDMENTS.** These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Voting Members at any Regular or Special Meeting of the District Council.
- XIII. STANDING RULES.** Standing Rules for operation of the organization that are not in conflict with these bylaws may be approved by the District Council, and the Secretary shall keep a record of the Standing Rules for reference.
- XIV. DISSOLUTION.** The organization may be dissolved with previous notice of at least fourteen (14) calendar days and a two-thirds vote of those present at any Regular or Special Meeting of the District Council. Upon the dissolution of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
- XV. PARLIAMENTARY AUTHORITY.** “Robert’s Rules of Order” shall govern meetings when they are not in conflict with these bylaws.

XVI. **AUTHORITY.** If any part of these bylaws or any decision of the District Council shall conflict with the decisions, policies or procedures adopted by the School Board, they shall be deemed null and void and the decision of the School Board shall, in all cases, control.

CERTIFICATE OF SECRETARY OF

MENLO PARK CITY SCHOOL DISTRICT PARENT TEACHER ORGANIZATION COUNCIL

The undersigned, May Matsui, hereby certifies that she is the duly elected and acting Secretary of Menlo Park City School District Parent Teacher Organization Council, a California non-profit corporation (the "*District Council*"), and that the Second Amended and Restated Bylaws attached hereto constitute the Second Amended and Restated Bylaws of the District Council as duly adopted by the District Council by a majority vote of the Voting Members during a meeting held on March 3, 2023.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name this 3rd day of March, 2023.

May Matsui

May Matsui, Secretary