

Bylaws *of the* Orchard Hills School Parent-Teacher Organization

Article I. NAME AND OFFICE

The name of the organization shall be the Orchard Hills School Parent-Teacher Organization, hereafter referred to as Orchard Hills PTO.

The principal office for the transaction of the business of the Orchard Hills PTO shall be the Orchard Hills School located at 11555 Culver Drive, Irvine, CA 92604.

Article II. PURPOSE

The purpose of the Orchard Hills PTO shall be:

- To assist and support Orchard Hills School by providing programs, activities, materials, items, and financial support to further enrich and enhance the educational experience of the students
- To promote a closer and more effective relationship between students, parents, teachers, and the community
- To encourage involvement and volunteerism of parents, guardians and other family and community members who are interested in supporting the educational and/or social activities of Orchard Hills School

The Orchard Hills PTO is organized exclusively for charitable purposes related to education as a California nonprofit public benefit corporation and shall maintain a tax exempt status within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article III. MEMBERSHIP

Section 1. Voting Membership. All parents and/or legal guardians of students who currently attend Orchard Hills School or will attend Orchard Hills School starting in the following school year, and who are current in the payment of annual dues shall be designated as Voting Members. Each parent and/or legal guardian is a separate Voting Member. Voting Members shall have the right to vote on all issues before the membership, to elect officers, and to hold office.

Section 2. Honorary Membership. Honorary Membership may also be extended to other persons by a majority vote of the Executive Board. Honorary Members shall have the right to attend and participate in all activities and meetings of the Orchard Hills PTO, but shall not have the right to vote or to hold office.

Section 3. Membership Dues. The Executive Board will establish the Membership Dues for each fiscal year that will be required to become a Voting Member of the Orchard Hills PTO.

Article IV. GENERAL MEMBERSHIP MEETINGS

Section 1. Meetings. At least two (2) General Membership Meetings of the Orchard Hills PTO shall be held during each school year, one (1) in the fall and one (1) in the spring. The time and place of the Meetings shall be agreed to by a majority of the Executive Board and shall be announced at least fourteen (14) days prior to the meeting.

Section 2. Special Meetings. Additional meetings may be called either by a majority vote of the Executive Board or by petition of at least five percent (5%) of the Voting Members. The general nature of the business proposed to be transacted must be stated and no other business may be transacted at a Special Meeting. The time and place of the Special Meetings shall be announced at least fourteen (14) days prior to the meeting.

Section 3. Quorum. At least ten (10) Voting Members must be present at any General Membership Meeting or Special Meeting in order to transact business.

Section 4. Voting. A majority vote of the Voting Members present at any General Membership Meeting or Special Meeting shall be required for all action to be taken by the Orchard Hills PTO, except as noted elsewhere in these Bylaws.

Article V. OFFICERS

Section 1. Positions. The officers shall consist of the President, Secretary, Treasurer, Financial Secretary, VP of Student Programs, VP of Fundraising, VP of Membership, VP of Publicity, VP of Volunteers, and VP of Events. Only Voting Members may serve as officers. Two individuals may be elected to fill any single position.

Section 2. President. The President shall be the chief executive officer of the Orchard Hills PTO and, subject to the direction of the Executive Board and the direction of the membership, shall in general supervise and control all of the activities of the Orchard Hills PTO. The President, when present, shall preside at all meetings of the Executive Board and all meetings of the membership; shall vote only in the case of a tie vote of the Executive Board or the membership; shall select, subject to approval by a majority of the Executive Board, the chairpersons of Standing and Special Committees, except for the Budget and Nominating Committees; shall be a voting member of the Budget Committee; shall be an ex-officio member of all other committees of the Orchard Hills PTO; and shall serve as an authorized signatory of all PTO accounts.

Section 3. Secretary. The Secretary shall be responsible for the maintenance of the non-fiscal documents and records of the Orchard Hills PTO; shall record the minutes of the meetings of the membership and the Executive Board; shall see that all notices are duly given in accordance with these Bylaws; and shall serve as an authorized signatory of all PTO accounts.

Section 4. Treasurer. The Treasurer shall have charge of and be responsible for all funds and assets of the Orchard Hills PTO; shall make disbursements as authorized by the President, Executive Board, or membership in accordance with the approved budget; shall present a written financial report at each General Membership Meeting and at other times as requested by the Executive Board; shall prepare a final report at the close of the school year; shall be the chairperson of the Budget Committee; and shall serve as an authorized signatory of all PTO accounts.

Section 5. Financial Secretary. The Financial Secretary shall receive and give receipts for monies due and payable to the Orchard Hills PTO from all sources; shall deposit such funds in such banks or other organizations as are selected by the Executive Board; and shall give a copy of each deposit receipt along with an itemized list of the funds sources to the Treasurer.

Section 6. VP of Student Programs. The VP of Student Programs shall be responsible for coordinating school assemblies, after-school programs, and other PTO-sponsored programs; and, where applicable, shall oversee the activities of the committees responsible for planning such programs and events.

Section 7. VP of Fundraising. The VP of Fundraising shall be responsible for coordinating all fundraising events; shall, where applicable, oversee the activities of the committees responsible for planning such events; shall implement plans to solicit donations and financial support from interested parties within the community; and shall evaluate and suggest fundraising strategies.

Section 8. VP of Membership. The VP of Membership shall be responsible for coordinating the annual fall membership drive; shall prepare and coordinate an active and informative campaign to generate interest in PTO membership; shall compile and distribute the PTO membership directory; and shall keep an updated list of the Voting Members of the Orchard Hills PTO.

Section 9. VP of Publicity. The VP of Publicity shall be responsible for publicizing all meetings and events; shall periodically compile, publish, and distribute newsletters designed to keep parents informed about the activities of the Orchard Hills PTO; shall maintain and promote the Orchard Hills PTO website; and shall act as a liaison between the school and the media.

Section 10. VP of Volunteers. The VP of Volunteers shall be responsible for recruiting parents and other responsible adults to assist with the activities and events of the Orchard Hills PTO; shall compile a list of such volunteers; and, where applicable, shall cooperate with committee chairs to organize and coordinate the activities of volunteers.

Section 11. VP of Events. The VP of Events shall be responsible for coordinating PTO-sponsored events; and, where applicable, shall oversee the activities of the committees responsible for planning such events.

Article VI. EXECUTIVE BOARD

Section 1. Board Members. The officers will comprise the Executive Board of the Orchard Hills PTO.

Section 2. General Powers. The affairs, activities and operation of the Orchard Hills PTO shall be managed by the Executive Board. The Executive Board shall have authority to transact necessary business during the intervals between the General Membership Meetings and such other business as may be referred to it by the membership and/or these Bylaws. It may create Standing and Special Committees; approve the plans and work of standing and special committees; present reports and recommendations at the General Membership Meetings; and, in general, conduct the business and activities of the Orchard Hills PTO.

Section 3. Board Meetings. Board Meetings of the Executive Board shall be held during the fiscal year. The time and place of the Board Meetings shall be agreed to by a majority of the Executive Board, and shall be announced to all Voting Members of the Orchard Hills PTO at least seven (7) days prior to the meeting. Any Voting or Honorary Member may attend a Board Meeting, but shall not be entitled to vote on matters before the Board.

Section 4. Special Board Meetings. Special Board Meetings may be called either by the President or by a majority of the Executive Board. Adequate notice of all Special Board Meetings shall be given to all members of the Executive Board and, in the absence of an emergency, shall be announced at least seven (7) days prior to the meeting.

Section 5. Quorum. At least a majority (fifty percent plus one) of the Officers must be present at any meeting in order to transact business. In the case of co-officers, either officer may represent the position; however, if both co-officers are present, collectively they count as one person for the purposes of quorum.

Section 6. Voting. A majority vote of the Officers present at any meeting shall be required for all action to be taken by the Orchard Hills PTO, except as noted elsewhere in these Bylaws. In the case of co-officers, either officer may represent the position; however, if both co-officers are present, collectively they count as one vote. If co-officers vote contrary to each other, that vote shall not be counted.

Section 7. Principal and Teacher Representative(s). The Orchard Hills PTO encourages both the input and involvement of the Orchard Hills School Principal and Teachers in the programs and activities of the PTO, as well as the Executive Board. The Teacher Representative(s) will act as liaison(s) between school staff and the Executive Board. These positions are voluntary and/or may be assigned by the Principal, and are not elected positions.

Article VII. ELECTIONS

Section 1. Procedure. The election of officers shall take place during the Spring General Membership Meeting each year. All Voting Members of the Orchard Hills PTO may participate in the election. The Nominating Committee shall present a slate of officers for election. Further nominations may be received from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be by written ballot.

Section 2. Voting. A majority of the votes cast by the Voting Members present at the Spring General Membership Meeting shall be necessary for election. Should no individual receive a majority of the votes cast, a run-off between the two (2) individuals who received the largest number of votes shall immediately be held.

Section 3. Term of Office. The term of each officer shall be one year, beginning on August 1st of each year through July 31st of the following year. No individual may be elected to the same office for more than two (2) consecutive terms. If the Nominating Committee is unable to nominate any individual for a position and the position would otherwise be vacant in the next term, then the preceding two consecutive term rule may be waived by a two-thirds (2/3) vote of the Officers present at any meeting of the Executive Board.

Section 4. Resignation. An officer may resign their position by giving written notice to the President. An officer must resign if they are no longer a Voting Member or have been absent from three (3) consecutive Executive Board meetings. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective.

Section 5. Removal. An officer may be removed from their position, with or without cause, by a two-thirds (2/3) vote of the Officers present at any meeting of the Executive Board.

Section 6. Vacancies. In the case of a vacancy, the Executive Board shall select and approve by majority, another Voting Member to complete the un-expired portion of the term. However, should a vacancy occur in the office of the President, the Executive Board shall select and approve by majority from among the current Executive Board members another officer to complete the un-expired portion of the President's term.

Article VIII. STANDING AND SPECIAL COMMITTEES

Committees may be formed by the Executive Board to carry on the programs and activities of the Orchard Hills PTO. The Executive Board shall review committees at least annually. The President shall select, subject to approval by a majority of the Executive Board, the chairpersons of all Standing and Special Committees, except for the Budget and Nominating Committees. Only Voting Members may serve as chairpersons. The chairperson of each committee shall recruit the members for his or her committee, except for the Budget and Nominating Committees. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such plans.

Standing Committees shall include, but are not limited to:

Section 1. Budget Committee. The Budget Committee shall be composed of at least four (4) individuals: the President, Treasurer, VP of Student Programs, and VP of Fundraising. The Budget Committee will be chaired by the Treasurer. The Budget Committee shall at the beginning of each fiscal year approve a final Budget for the current fiscal year before the first meeting of the Executive Board; shall prepare a budget of the anticipated revenue and expenses for the following fiscal year; shall present a draft preliminary budget for the following fiscal year to the Executive Board by April 1; and shall present a preliminary budget for the following fiscal year for approval by a majority of the Executive Board by June 1.

Section 2. Nominating Committee. The Nominating Committee shall be composed of at least three (3) individuals: the VP of Volunteers, who will chair the committee, and at least two (2) other individuals who shall be selected by a majority of the Executive Board by no later than Feb 1 of each year. The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers; shall contact all persons who will be nominated to confirm their willingness to serve; shall verify that all nominees are Voting Members and otherwise eligible to serve in the office; and shall prepare a slate of officers to be made available to all Voting Members at least thirty (30) days prior to the Spring General Membership Meeting.

Article IX. FINANCES

Section 1. Budget. At the beginning of each fiscal year the Executive Board shall at its first meeting approve a final Budget for the current fiscal year. Near the end of each fiscal year the Executive Board shall approve a preliminary Budget for the following fiscal year. The Budget shall be used to guide the activities of the Executive Board during each fiscal year.

Section 2. Budget Deviations and Non-Budgeted Items. Any item of income or expense that deviates or is anticipated to deviate from the budget, or is not included in the budget by under the amount of \$200 shall be approved in advance by the President. Budget Deviations and Non Budgeted Items of \$200 to \$1,000 shall be approved in advance by a majority of the Budget Committee. Budget Deviations and Non Budgeted Items in excess of \$1,000 shall be approved in advance by a majority of the Executive Board.

Section 3. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Orchard Hills PTO. The officers shall not have the authority, however, to enter into such agreements on behalf of Orchard Hills School or the Tustin Unified School District, nor should they hold themselves out as having such authority.

Section 4. Bank Accounts. Two signatures shall be required to sign all checks, drafts, or other orders for the payment of money on behalf of the Orchard Hills PTO. Authorized signers shall not be related by blood or marriage or reside in the same household and shall only be those officers as authorized in the Bylaws.

Section 5. Loans. No loans shall be made by the Orchard Hills PTO to its officers or members.

Section 6. Auditor. The Auditor(s) will be selected and approved by a majority of the Executive Board. The Auditor shall not be related by blood or marriage or reside in the same household as any officer who is an authorized signatory of PTO accounts. The Auditor shall examine the financial records of the Orchard Hills PTO to determine the accuracy of the accounting, and to detect and recommend correction of any errors. The periods to be audited are the prior fiscal year and the first six months of the current fiscal year. The Auditor shall submit a detailed report of his or her findings to the Executive Board for the audit of the prior fiscal year by September 30 and for the audit of the first six months of the current fiscal year by March 30. The President or a majority of the Executive Board may also request an audit at any time.

Article X. FISCAL YEAR

The fiscal year for the Orchard Hills PTO shall be August 1st of each year through July 31st of the following year.

Article XI. PARLIAMENTARY AUTHORITY

Rules contained in Robert's Rules of Order Newly Revised shall govern the Orchard Hills PTO in all cases in which they are applicable, and in which they are not in conflict with these Bylaws.

The President may select, subject to approval by a majority of the Executive Board, a Parliamentarian to oversee the application of Robert's Rules of Order at Executive Board meetings and General Membership Meetings.

Article XII. NONPARTISAN DECLARATION

No part of the activities of the Orchard Hills PTO shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Orchard Hills PTO shall not participate or intervene in any political campaign, including publishing or distributing statements, on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Article XIII. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds (2/3) vote cast by the Voting Members present at a General Membership Meeting, provided that written notice of the proposed changes has been made available to all Voting Members at least thirty (30) days prior to the General Membership Meeting.

Article XIV. DISSOLUTION OF CORPORATION

Should the Orchard Hills PTO dissolve, its assets remaining after payment or provision for payment of all debts and liabilities of the Orchard Hills PTO shall be distributed to other organizations established for charitable purposes related to education and which maintain a tax exempt status within the meaning of Section 501(c)(3) of the Internal Revenue Code.

These Bylaws were adopted by the membership by at least a two-thirds (2/3) vote cast by the Voting Members present at a General Membership Meeting held on June 9, 2010, and revised at a General Membership Meeting held on May 31, 2011.