

I. Article I NAME

- a. The name of this association shall be Parent Faculty Association of Lyle S. Briggs Fundamental School (hereinafter referred to as "Briggs PFA" and/or "PFA")

II. Article II PURPOSE

- a. The purpose of Briggs PFA shall be to: unite the home and the school; provide for our children the best academic, physical, and social education; and to stress personal responsibility to family, school, community and nation.

III. Article III MEMBERS

a. Section 1. Members and Eligibility

- i. Any parent, legal guardian, or other adult standing in loco parentis for a student enrolled at Lyle S. Briggs K-8 (hereinafter referred to as "Briggs") may be a member and shall have voting rights.
- ii. Faculty of Briggs may be a member and shall have voting rights.
- iii. Friends and businesses who support Briggs may be associate members and shall have no voting rights.

b. Section 2. Dues

- i. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member with voting rights.

IV. Article IV OFFICERS AND ELECTIONS

a. Section 1. Officers

- i. Elected officers of this association shall be President, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Treasurer, Secretary of Records, and Parliamentarian.
- ii. Elected officers of this association must be a member of the Briggs PFA.

b. Section 2. Nominations and Elections

- i. Nominations for office shall be made by PFA members a minimum of 30 days prior to the election.
- ii. The nominating committee, which shall not consist of the President and/or Principal, shall elect a candidate for office.
- iii. Elections shall be held at the May General/Association meeting, by a vote of the members present. Voting is limited to members present. Voting shall be by voice vote if a slate is presented. If more than one person is running for office, a ballot vote shall be taken by members present.
- iv. In the event there are no run-offs for elected positions, announcement of new officers shall be approved at the May General/Association meeting by the membership and placed into record.

- v. Voting by proxy is prohibited.

c. Section 3. Eligibility

- i. Members are eligible for office if they are members in good standing, according to Article XIV, Code of Conduct, at least 14 calendar days before the nominating committee presents its slate.

d. Section 4. Terms of Office

- i. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office unless nominated by the President and approved by majority vote. Each person elected shall hold only one office at a time.
- ii. Newly elected officers shall assume their duties on the first day following the last day of school.

e. Section 5. Vacancies

- i. If there is a vacancy in the office of President, the first Vice-President will become the President; if the first Vice-President cannot serve as President, then the second Vice-President will serve; if the second Vice-President cannot serve as the President, then the third Vice-President will serve. At the next regularly scheduled meeting, a new Vice-President(s) will be elected.
- ii. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular monthly meeting.

f. Section 6. Removal From Office

- i. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at an executive meeting where previous notice has been given.

V. Article V DUTIES OF OFFICERS

The officers are to perform the duties assigned to him and/or her by the Executive Board and such other duties applicable to the office as prescribed by the parliamentary authority by the society.

a. Section 1. President

- i. The President shall:
 1. Coordinate the work of officers and committees of the association so that the objects may be promoted.
 2. Preside over all meetings of the organization and the Executive Board.
 3. Supervise and/or serve as chairperson and coordinator of all Non-Fundraising Events.
 4. Be an ex officio member of all committees, except the nominating committee.

5. Shall attend School Site Council meetings and provide updates to the PFA.
6. May sign checks with either the Treasurer and/or First Vice-President(s) and/or Second Vice-President with the exception of self-reimbursements.
7. Serve as the primary contact to the Principal and/or School Administration for all Briggs PFA related matters.
8. Have all printed and non-printed notices approved by the Principal.
9. Serve as a non-voting member of the Executive Board, unless in the event of a tie, in which the President will be allowed to vote and cast the deciding vote.

b. Section 2. First Vice-President (Fundraising)

i. The First Vice-President(s) shall:

1. Serve as an aide to the President and shall perform the duties of the President in the absence or inability of the President to serve.
2. Sign checks with either the Treasurer and/or President with the exception of self-reimbursements.
3. Supervise program chairperson and coordinator of all Fundraisers.
4. Serve as a voting member of the Executive Board.

c. Section 3. Second Vice-President (Volunteers)

i. The Second Vice-President(s) shall:

1. Serve as an aide to the President and shall perform the duties of the President in the absence or inability of the President to serve, if First Vice-President cannot assume duties.
2. Supervise program chairperson and coordinator of all Volunteers.
3. Serve as a voting member of the Executive Board.

d. Section 4. Third Vice-President (Communications)

i. The Third Vice-President shall:

1. Serve as an aide to the President and shall perform the duties of the President in the absence or inability of the President to serve, if Second Vice-President cannot assume duties.
2. Serve as a program chairperson and coordinator of Communications.
3. Serve as a voting member of the Executive Board.

e. Section 5. Fourth Vice-President (PFA Memberships)

i. The Fourth Vice-President(s) shall:

1. Serve as an aide to the Secretary of Records and in designated order shall perform the duties of the President in the absence or inability of Vice-President(s) to serve.
2. Serve as a program chairperson and coordinator of PFA Memberships.
3. Serve as a voting member of the Executive Board.

f. Section 6. Treasurer

i. The Treasurer shall:

1. Maintain accurate record of deposits and expenditures of the association.
2. Administer banking account(s).
3. Present for approval at all meetings of the association, a Treasurer's report delineating all activities of income, expenditures, and adjustments or changes.
4. Post Treasurer's Report after approval, subject to Principal's direction in a prominent place on campus, for the knowledge of those interested, after approval at association meetings.
5. Make an annual financial report to the association, which includes gross receipts and disbursements, for the year.
6. Present the association financial books to an auditor and the CPA, both of which can have no personal affiliation or relationship with any member of the PFA Executive Board, for a bi-annual audit and to prepare tax forms.
7. Sign checks, with the President and/or First Vice-President(s) with the exception of self-reimbursements.
8. Ensure a Board Member and Chairperson are present when counting funds.
9. All financial records must be completed by July 1st.
10. Serve as a voting member of the Executive Board.

g. Section 7. Secretary of Records

i. The Secretary of Records shall:

1. Keep an accurate record of the proceedings of all meetings of the association and the Executive Board in printed and/or digital form, which is the legal record of the PFA. Federal Internal Revenue Service (hereinafter referred to as "IRS") guidelines recommend that meeting minutes are kept permanently.
2. Be prepared to refer and present minutes from previous meetings.

3. Prepare a list of all unfinished business for the use of the President.
4. Record all expenditures in the minutes.
5. Keep a current list of the members of the Executive Board.
6. Post the agenda, subject to Principal's direction, in a prominent place on campus, 24 to 48-hours prior to the meeting.
7. Post the approved minutes, subject to the Principal's direction, in a prominent place on campus, within five business days after the minutes have been approved at an association meeting.
8. Distribute minutes to the Executive Board members for review within five business days after an association meeting.
9. Establish and maintain an updated PFA notebook, printed and/or digital form, for all Executive Board Members.
10. All minutes shall be made available to parents upon request.
11. Serve as a voting member of the Executive Board.

h. Section 8. Parliamentarian

- i. The Parliamentarian(s) shall:
 1. Advise officers on bylaws. Keep a copy of the bylaws and updated amendments to bylaws as approved by the Association.
 2. Advise officers on parliamentary procedures.
 3. Chair nominating committee and assist in vote tallying with school Principal and/or Assistant Principal.
 4. Serve as a voting member of the Executive Board.

VI. Article VI Meetings

a. Section 1. Member Meetings

- i. The Executive Board and PFA members shall meet on an agreed upon day of each month during the school year at a time and place determined by the Executive Board at least one month before the meeting. The Principal and/or President may call additional meetings as needed.

b. Section 2. Executive Board Meetings

- i. The Executive Board shall meet on an agreed upon day of each month during the school year (one hour prior to member meeting) or at a time and place determined by the Executive Board at least one month before the meeting. The Principal and/or President may call additional meetings as needed.

c. Section 3. General Meetings

- i. A minimum of two General/Association Meetings shall be held by order of the Executive Board, unless otherwise ordered by the Association or

the Executive Board. Meetings shall be called by the Executive Board upon written notice to be sent at least 3 business days before the meeting.

d. Section 4. Annual Election

- i. The General/Association Meeting in May shall be the annual election meeting, at which time officers shall be elected, or in the event that no run-offs are present, new board members shall be announced. Only Briggs PFA members are allowed to place an individual vote according to Article IV Section 2 Clause 3.

e. Section 5. Special Meetings

- i. Special meetings may be called by the President, any two members of the Executive Board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least ten (10) business days prior to the meeting, by flyer, school posting, and/or phone calls.

f. Section 6. Quorum

- i. The quorum shall be two-thirds of the Executive Board officers.

g. Section 7. Motions

- i. The privilege of making motions, debating, and/or voting shall be limited to officers of the Executive Board.

VII. Article VII Executive Board

a. Section 1. Membership

- i. The Executive Board shall consist of officers of the association, the school Principal, Assistant Principal(s) and two teacher representatives, all of whom shall be members of the association.

b. Section 2. Duties

- i. The duties of the Executive Board shall be to:
 - 1. Transact business between meetings in preparation for the general meeting.
 - 2. Create standing rules and policies.
 - 3. Create standing and temporary committees.
 - 4. Prepare and submit a budget to the membership.
 - 5. Approve routine bills.
 - 6. Prepare reports and recommendations to the membership.
 - 7. Fill vacancies in office.
 - 8. Maintain a simple majority present for any voting.
 - 9. Authorize the payment of organizational bills, within the limits of the budget approved by the association, and may authorize the payment of allocated expenditures, from a designated

emergency/contingency account that shall not exceed \$600.00 per school year. Expenditures from this fund require approval at any monthly meeting.

c. Section 3. Meetings

- i. Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board.
- ii. Special meetings may be called by any two board members, within 24-hours notice.

d. Section 4. Quorum

- i. Half the number of board members plus one constitutes a quorum.

VIII. Article VIII Committees

a. Section 1. Membership

- i. Committees may consist of members and board members, with the President acting as an ex officio member of all committees.

b. Section 2. Committee Chairpersons

- i. Committee Chairpersons shall be non-elected members of the PFA who are appointed by the elected PFA board.
- ii. The purpose of the committee chairpersons is to organize and facilitate events, such as, but not limited to book fairs, organize volunteers for Room Parent representative, among other positions.
- iii. Committee Chairpersons may volunteer for a term of one year in the same position but serve no more than two consecutive years in the same position unless no other volunteers are found.

c. Section 3. Committee Members

- i. Committee members of this association shall serve under the direction of the Executive Board.
- ii. Committee members shall be non-elected members of the PFA who volunteer to assist elected and non-elected Committee Chairpersons for specified activities.
- iii. Committee members shall serve as helpers to the elected officials and non-elected committee chairs for a term of one year or the length of the committee per the school calendar year.

d. Section 4. Additional Committees

- i. The board may appoint additional committees as needed.

IX. Article IX Finances

a. Section 1. Budget

- i. Prepare an annual budget prior to the beginning of the school year and approved by a majority vote of the members present.

b. Section 2. Records

- i. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

c. Section 3. Expenses

- i. The board shall approve all expenses of the organization.

d. Section 4. Signatories

- i. Two authorized signatures shall be required on each check. Authorized signers shall be the President, Vice-President and Treasurer.

e. Section 5. Financial Statement

- i. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

f. Section 6. Fiscal Year

- i. The fiscal year shall coordinate with the school year.

X. Article X GOVERNMENT COMPLIANCE

a. Section 1. Dissolution

- i. The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.
- ii. Upon dissolution of this association, after paying adequately for the debts and obligations of the association, the remaining assets shall be distributed to a non-profit fund, foundation and/or corporation which is organized and operated exclusively for charitable, educational and/or scientific purposes, and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

b. Section 2. Net Earnings

- i. No part of the net earnings of this association shall ever inure to or for the benefit of or to be distributed to its members, trustees, officers, or other private persons, except that the association shall be empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the exempt purposes for which was formed. No part of the net earnings of this association shall ever be loaned to any person, or persons for any use.

c. Section 3. Exempt Status

- i. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954.

d. Section 4. Compliance

- i. The association shall follow the laws in the California Corporation Codes 6330-6338 in regard to financial matters.

e. Section 5. Governance

- i. The rules contained in the current edition of Roberts Rules of Order shall be used as guidelines to govern this association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

XI. Article XI CONFLICT OF INTEREST POLICY

a. Section 1. Purpose

- i. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

b. Section 2. Definitions

- i. Interested Person
 1. Any director, principal officer, or member of a committee with governing-board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- ii. Financial Interest
 1. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not substantial.

c. Section 3. Procedures

- i. Duty to Disclose
 1. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing

board-delegated powers who are considering the proposed transaction or arrangement.

ii. Determining Whether a Conflict of Interest Exists

1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

iii. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall, determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

iv. Violations of the Conflict-of-Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

d. Section 4. Records of Proceedings

- i. The minutes of the governing board and all committees with board delegated powers shall contain:
 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
 2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

e. Section 5. Compensation

- i. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- ii. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- iii. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

f. Section 6. Annual Statements

- i. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:
 1. Has received a copy of the conflict-of-interest policy;
 2. Has read and understood the policy;
 3. Has agreed to comply with the policy; and

4. Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

g. Section 7. Periodic Reviews

- i. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
 2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

h. Section 8. Use of Outside Experts

- i. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

XII. Article XII AMENDMENTS

- a. These bylaws may be amended by a simple majority vote of those in attendance at any scheduled meeting of the association.