

**BYLAWS**  
**OF**  
**MORGEN OWINGS ELEMENTARY PTO**

ARTICLE I  
Name and Location

The name of the corporation is Morgen Owings Elementary PTO (“the Corporation”), a Washington non-profit corporation. The principal office of the Corporation shall be at Morgen Owings Elementary School, located at 407 E. Woodin Ave., Chelan, WA 98816.

ARTICLE II  
Purpose

The Corporation is formed for the purpose of enhancing and supporting the education of students at Morgen Owings Elementary School, to develop a closer connection between school and home by encouraging parental involvement, to manage the assets and obligations of the Corporation, to improve the environment at Morgen Owings Elementary School through volunteer and financial support, and to engage in any lawful act or activity in which a nonprofit corporate may engage.

ARTICLE III  
Membership

3.1 Members. The Corporation shall have one (1) class of members. The qualifications and rights shall be as follows:

(a) A parent or guardian for a student at Morgen Owings Elementary School may be a member; and

(b) The Principal, Vice-Principal, and any teacher at Morgen Owings Elementary School may be a member.

(c) A person’s membership in this Corporation shall terminate upon such member ceasing to be a member as defined in paragraphs 3.1(a) and (b), above.

3.2 Voting Rights. Each member in good standing (all dues current) shall be entitled to vote on the election of the Executive Board. A member shall have one (1) vote regardless of how many children they have attending Morgen Owings Elementary School and regardless of whether they fall into both definitions of Member as set forth in paragraphs 3.1(a) and (b), above. At membership meetings, all votes shall be cast in person. The Executive Board is authorized to establish regulations providing for voting by mail, e-mail, Facebook, and/or proxy.

3.3 Regular Meetings. There shall be at least five (5) general meetings of the membership of the Corporation during each officer term, at a date and time to be established by the President, and with at least twenty (20) days advance notice to the Members.

3.4 Special Meetings. Special meetings may be called by the President, any two members of the Executive Board, or seven (7) general Members of the Corporation submitting a written request to the Secretary. Notice of the special meeting shall be sent to the Members at least ten (10) days prior to the meeting.

3.5 Quorum. Eight (8) Members of the Corporation shall constitute a quorum for any regular or special meeting of the membership of the Corporation.

#### ARTICLE IV

##### Officers and Their Duties

4.1 Enumeration of Officers. The officers of this corporation shall be a President, Vice President, Secretary, Treasurer, Hispanic Liaison, Communications Liaison, and Teacher Liaison and such other officers as the Board may from time to time by resolution create. Officer positions can be shared with a liaison position. Two persons may share a liaison position.

4.2 Nomination and Election of Officers. The election of officers for the upcoming school year shall take place at the last meeting of the Members of the Corporation during the previous school year. There shall be a nominating committee of the Executive Board which shall select a candidate for each office and present the slate of nominees at the meeting of the members of the Corporation. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office then a vote by written ballot shall be taken. Members are eligible for office if they are a member in good standing.

4.3 Term. The officers shall be elected annually and each shall hold office for one (1) year unless she or he shall sooner resign, be removed, or otherwise become disqualified to serve. The term of office shall begin on August 1<sup>st</sup> of each year and end on July 31<sup>st</sup> of the following year.

4.4 Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Executive Board. Any officer may resign at any time giving written notice to the Executive Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Vacancies. A vacancy in any office may be filled by appointment by the Executive Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

4.7 Duties. The duties of the officers are as follows:  
(a) President. The President shall preside at all meetings of the Corporation, serve as the primary contact for the school Principal, represent the Corporation at meetings outside the organization, sign all contracts and other written instruments and co-sign all checks, serve as ex officio member of all committees except the nominating committee, and coordinate the work of all officers and committees so that the purpose of the organization is served.

(b) Vice-President. The vice president shall act in the place of the President in the event of her or his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the corporation together with their addresses, and perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks of the Corporation; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

(e) Hispanic Liaison. The Hispanic Liaison shall translate Corporation information and communications into Spanish, and assist the President as an official representative with the Hispanic community.

(f) Communications Liaison. The Communications Liaison shall manage communications and marketing for the Corporation, including, but not limited to, newsletters, e-mail broadcasts, website, bulletin boards, Facebook, etc.

(g) Teacher Liaison. The Teacher Liaison shall facilitate information between Morgen Owings Elementary School teachers and the Corporation,.

## ARTICLE V

### Executive Board

5.1 Membership. The Executive Board of the Corporation shall consist of the officers, and the school Principal or his/her designee.

5.2 Meetings. The Executive Board of Directors shall meet at least three (3) times during each term, or at the discretion of the President. Special meetings of the Executive Board shall be held when called by the President, or by a majority of the Board after not less than ten (10) days' notice to each Executive Board member.

5.3 Duties. The duties of the Executive Board shall be: (1) to keep complete financial records of the Corporation, and a record of all corporate acts and affairs; (2) to present a statement thereof to the members at meeting of the members; (3) to supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed; and (4) to transact business between meetings in preparation for meetings of the members of the Corporation.

5.4 Quorum. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business. The affirmative vote of the majority of directors present at a meeting where a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.5 Powers. The Executive Board shall have the power to:

(a) Establish dues to the Members;

(b) Adopt and publish rules and regulations governing the operation of the Corporation;

(c) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of dues;

(d) Exercise for the corporation all powers, duties and authority vested in or delegated to this corporation and not reserved to the membership by other provisions of these Bylaws or the Declaration; and

(e) Declare the office of a member of the Executive Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

## ARTICLE VI

### Finances

6.1 Fiscal Year. The fiscal year of the corporation shall begin on August 1 of each year and end on July 31 of the following year.

6.2 Budget. A tentative budget shall be drafted at the beginning of each school year and approved by a majority of the Members attending a meeting of the Members.

6.3 Records. The Treasurer shall keep accurate records of any income, disbursements, and bank account information. .

6.4 Expenditures. The Executive Board shall approve all expenses of the Corporation. Two authorized signatures shall be required on each check. Authorized signers shall be the President and Treasurer.

6.5 Audit. The Treasurer shall prepare financial statements at the end of the school year to be reviewed by the Audit Committee.

6.6 Year-End Balance. There shall be a minimum of Five Hundred Dollars (\$500) in the Corporation's treasury at the end of each fiscal year.

6.7 Distribution upon Dissolution. Upon the dissolution of the organization, all outstanding debts shall be paid, funds may be used for the benefit of Morgen Owings Elementary School upon approval of the Membership, and any remaining funds shall be distributed to a newly established parent-teacher group at Morgen Owings Elementary School.

## ARTICLE VII

### Committees

Committees shall consist of Members of the Corporation and Executive Board members. The following standing committees shall be held by the organization: Fundraising, Membership, Nominating, and Auditing. The Executive Board shall appoint additional committees as deemed appropriate in carrying out its purpose.

## ARTICLE VIII

### Books and Records

The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration and the Bylaws of the Corporation shall be available for inspection by any member at the principal office of the Corporation where copies may be purchased at reasonable costs.

ARTICLE IX  
Amendments

These Bylaws may be amended, altered, or repealed at any regular or special meeting of the Members if notice of the proposed alteration or amendment is contained in the notice of the meeting of the membership and said amendment, or alteration receives an affirmative vote of two-thirds (2/3) of the total voting membership of the Corporation.

ARTICLE X  
Indemnification

To the full extent permitted by the Washington Non-Profit Corporation Act, each Executive Board member or officer who was or is serving the Corporation shall be indemnified by the Corporation against such expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense of any civil, criminal, administrative, or investigative action, suit or proceeding in which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or under any section of these bylaws, agreement, vote of the Board of Directors or otherwise. The Corporation may purchase and maintain insurance for any person to the extent provided by applicable law.

ARTICLE XI  
Adoption and Effective Date

These Bylaws are adopted and effective this \_\_\_\_\_ day \_\_\_\_\_, 2018.

\_\_\_\_\_  
Kimberly J. Thorpe

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Krystina L. Nelson

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Laura S. Clinton

\_\_\_\_\_  
Melanie R. Froman

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Carolyn J. Burdick