

Boones Ferry Primary School Parents and Staff for Students, Inc Bylaws

Article I: Name

The name of this corporation is Parents and Staff for Students, Inc.

Article II: Offices

The corporation shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

Article III: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code, or their corresponding future statutes.

Section 1: Mission. Parents and Staff for Students, Inc. is dedicated to supporting and promoting a positive learning environment for children at Wilsonville Primary School, in which all persons in the school community are encouraged to grow toward their potential as individuals and together as a school body.

Article IV: MEMBERSHIP

Section 1: Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is required by the law, the Articles of Incorporation, or the by-laws of this corporation.

Section 2: Qualifications. Each family with a child or children enrolled at Wilsonville Primary School and each staff member of Wilsonville Primary School is a voting member of Parents and Staff for Students, Inc. Each family shall be entitled to one vote, regardless of how many children attend Wilsonville Primary School, or how many parents (or guardians) are in the family.

Section 3: Annual Meeting. The annual meeting of the members of this Corporation shall be held in March each year, at a date, time, and place to be determined by the Board of Directors.

Section 4: Regular Meetings.

There shall be at least three public meetings for all members during the school year, to be determined by the Board of Directors for that school year. The Board of Directors should meet on a monthly basis during the school year. If a public meeting is held, that will be considered a meeting of the Board of Directors. Parents and Staff for Students, Inc. shall provide Red Cross certified child care for all meetings.

Section 5: Special Meetings. The Board of Directors, at its discretion, may call a special meeting of the members of this corporation, to address concerns that need immediate attention.

Section 6: Notice. Notice of all public meetings of the members shall be published in the school newsletter at least one week prior to the meeting. The notice shall include the date, time, and place of the meeting.

Section 7: Quorum and Voting. Those members present at an annual, regular meeting or special meeting constitute a quorum. A simple majority vote of those in attendance shall determine the outcome. If requested by any member, voting shall be by private ballot.

Section 8: Proxy Voting. There shall be no voting by proxy.

Section 9: Election of Officers and Directors. Nominations of Officers and Directors of Parents and Staff for Students, Inc. shall take place during the month of February. Election of Officers and Directors of Parents and Staff for Students, Inc. shall take place at the annual meeting of members. The election can/will happen through an electronic survey that is sent out to the members. For purposes of these elections, a quorum shall consist of all the members submitting a ballot, and a simple majority shall determine the outcome of the elections.

ARTICLE V. BOARD OF DIRECTORS

Section 1: Duties. The affairs of the corporation shall be managed by its Board of Directors, including, but not limited to, the coordination and communication of the corporation's mission and work.

Section 2: Chair. The members of the corporation shall elect a chairperson to conduct meetings and perform other duties imposed on her/him by the Board.

Section 3: Number. The number of Board members may vary between a minimum of 3 and a maximum of 9, the exact number of which shall be fixed from time to time by resolution of the Board.

Section 4: Term. The term of office for Board members shall be one year. A Board member may serve no more than two terms in the same elected position, and no more than three consecutive terms on the Board of Directors or as an Officer of the corporation. Two variances can/will occur for this term limitation. The Office of Treasurer shall be an elected position that has a term of two-years. The Office of President-Elect shall be an elected position that has a term of two-years, the first year being as President-Elect, the second year being President of the organization. The members shall elect the Board of Directors by electronic ballot prior to the annual meeting of members.

Section 5: Removal. Any and all Board members may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Board members. All members present at such a meeting shall constitute a quorum. Furthermore, any Director who misses three consecutive Board meetings may be removed from his/her position on the Board, and in accordance with Article V, Section 6, his/her replacement shall be appointed by the Board, for the unexpired portion of the term.

Section 6: Vacancies. Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the number of Board members then on the Board of Directors.

Section 7: Quorum and Voting. A quorum at a Board meeting shall be a simple majority of the number of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmation vote of a majority of the directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

Section 8: Regular Meetings. Regular meetings of the Board will be monthly and may coincide with the public meetings of members. No further notice, beyond that which is required for members, shall be required for the Board.

Section 9: Special Meetings. Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of special meetings of the Board describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally or by telephone or by mail not less than two days prior to the special meeting.

Section 10: Financial Policy and Goals. The Board shall establish and maintain a written financial policy and a list of procedures consistent with that policy, which shall be made available to any member at any time. Furthermore, the Board shall adopt a written statement of values and goals, and will make it available to any member at any time.

Section 11: Standing Committees. The Board may, at its sole discretion, create or dissolve Standing Committees, each of which will be chaired by a Director elected by members at the annual meeting of members. The Chairperson of each committee may serve no more than two consecutive one-year terms in that position, and no more than three consecutive one-year terms in that position, and no more than three consecutive terms as a Director or Officer of the corporation. The initial Standing Committees shall be the Partnership Committee, the Volunteer Committee, the Curriculum Committee, and the Community Schools Liaison Committee. The chairpersons of each Committee will be responsible for the activities of that Committee. The Partnership Committee Chairperson shall coordinate all community and business partnerships in cooperation with the staff. The Volunteer Committee Chairperson shall coordinate all volunteer efforts of the corporation. The Curriculum Committee Chairperson shall coordinate all curriculum support projects of the corporation in cooperation with the staff. The Community Schools Liaison Chairperson shall coordinate activities, programs and meetings with the parent/staff organizations of the other Wilsonville schools. Any member of the corporation may volunteer to serve on any or all of the Standing Committees.

Section 12: No Salary. Board members shall not receive any salaries for their Board services, but may be reimbursed for expenses related to Board services.

Section 13: Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

ARTICLE VI: OFFICERS

Section 1: Titles. The officers of the corporation shall be the President, President-Elect, Secretary, Treasurer and such other officers as the Board may appoint.

Section 2: Election and Term. The members of the corporation shall elect the officers for the next school year at the annual meeting. The newly elected officers will begin their term the day following the last day of school for students, but will begin their training the day following the elections with the existing Officers. The Secretary will serve a term of one-year. The President-Elect will be elected for two years with serving one year along side the existing President and then become President for the second year of their term. The Treasurer position will

be elected for a term of two-years due to the nature of the role. No officer shall serve more than two consecutive terms in the same position, and no more than three consecutive terms as an officer or Director of the corporation. The elected positions are open to any parent member of the corporation.

Section 3: Vacancy. A vacancy of an office shall be filled at the next regular meeting of the members by a majority vote of the members present at the meeting for the unexpired portion of the term.

Section 4: President. The President shall be the executive officer of the corporation, shall preside at all meetings of members, shall have responsibility for the general management of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any of the powers and duties as may be prescribed by the Board of Directors.

Section 5: President-Elect. The President-Elect shall serve as an alternate for the President and will be in training during the first year of their term. The President-Elect will fill the role of President during the second year of their term. The President-Elect shall have any of the powers and duties as may be prescribed by the Board of Directors.

Section 4: Treasurer. The Treasurer shall coordinate all fund-raising efforts of the corporation and have overall responsibility for all financial recordkeeping and all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors and the members; and (e) any other duties assigned by the Board of Directors.

Section 6: Secretary. The Secretary shall coordinate all communication efforts of the corporation, which shall include, but not be limited to: (a) preparing the minutes of all meetings of the directors and members; (b) maintaining custody of the minute books and other records pertaining to the corporate business; (c) authenticating the records of the corporation; and (d) providing notices of meetings to the membership when necessary. The Secretary shall countersign all instruments requiring a resolution of the Board of Directors and shall perform other duties assigned by the Board.

Section 7: No Salary. Officers of the corporation shall not receive any salaries for their services, but may be reimbursed for expenses related to corporation activities.

ARTICLE VII. PROGRAM PLANNING

After the election of new Directors and/or Officers in March, the Board of Directors, and Officers shall conduct a program planning process for the next academic year. This process shall begin no later than April. The President and Secretary shall solicit input from the entire Boones Ferry Primary School community. A yearlong plan shall be developed with budgeting assigned. This plan shall be presented to the members and voted upon at the September membership meeting. Subsequently, voting regarding the yearly plan will take place on items that are changed, added or deleted, subject to the requirements of the Financial Policy.

ARTICLE VIII: CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. Parliamentary Procedure. Basic Parliamentary rules shall govern the meetings of this corporation in all cases in which they are applicable and are not inconsistent with these Bylaws.

Section 2: Seal. The corporation elects to have no corporate seal.

Section 3: Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the affirmative vote of a majority of members in attendance at a regular or special meeting of members, provided that notice has been given to all members at least one week prior to the meeting that a proposed amendment is to be considered at such meeting, and provided that the notice shall contain a copy of the proposed amendment.

ADOPTED: August 1997

AMMENDED, March 2009