

BYLAWS
of
Serendipity Academy PTO

MISSION: Enhance and support the educational experience at Serendipity Academy through a close connection between school, home and the community by encouraging parent involvement to support teachers, staff and students at Serendipity Academy through volunteer and financial support.

VISION: Serendipity Academy Parent Teacher Organization wants every child at Serendipity Academy to have access to excellent education.

ARTICLE I – NAME, DESCRIPTION & PURPOSE

Section 1: NAME – The name of the organization shall be Serendipity Academy Parent Teacher Organization (PTO). The PTO is located at 4315 Tumwater Valley Drive SE, Tumwater, WA 98501.

Section 2: DESCRIPTION – The PTO is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE – The purpose of the corporation is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

To be a support group for the teachers, staff and students at Serendipity Academy and to promote a positive communication between the teachers, parents and community.

To enhance and support the educational experience at Serendipity Academy, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Serendipity Academy through volunteer and financial support.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall be automatically granted to all parents and guardians of Serendipity Academy students, plus all staff at Serendipity Academy.

Section 2: Members in good standing will have voting privileges, one vote per household. To be a member in good standing, individual(s) within a household must fill out a membership form and attend at least one meeting per year.

Section 3: Dues, if any, will be established by the 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 in good standing with voting rights.

ARTICLE III – BOARD AND ELECTIONS

Section 1: BOARD

The Board shall consist of the following membership:

- 6 Parent Representatives
- 2 Staff Representatives

Section 2: NOMINATIONS – Any PTO member in good standing may be nominated or considered for election to the board. All nominations must be received by the annual meeting.

Section 3: ELECTIONS – Elections will be held at the annual meeting of the PTO which will be the second to last meeting of the school year. A ballot vote shall be taken of all members in good standing present at the annual meeting. If there are only enough nominations for the open positions of the board then a voice vote may be used to confirm the board members.

Section 4: ELIGIBILITY – Any PTO member in good standing may become a member of the board for the PTO. To be eligible as a parent representative for the board, the individual may not also be employed by Serendipity Academy. To be eligible as a staff representative for the board, the individual must be actively employed by Serendipity Academy.

Section 5: TERM – The term of office for all officers is one year, beginning immediately upon election, and ending upon board member election the following school year.

Section 6: REMOVAL FROM BOARD – Board members can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 7: VACANCY – If a vacancy occurs on the Board, any members in good standing may be considered to fill the vacancy. From those members, the board shall appoint a PTO member in good standing to fill the vacancy, for the remainder of the officer's term.

ARTICLE IV - OFFICERS

Section 1: OFFICERS - The Board shall consist of the following officers:

- A. President - Preside at PTO meetings and Board meetings, serve as the official representative of the PTO, appoint all standing committee chairs, and retain all official records of the PTO. The president shall vote only in the event of a tie between the board on any issue.
- B. Vice President - Oversee the committee system of the PTO, assist the President and chair meetings in the absence of the President.
- C. Secretary - Record and distribute minutes of all Board meetings and all PTO meetings, prepare agendas for official PTO meetings, maintains current membership documents, hold historical records for the PTO. Manage communications and marketing for the PTO including, but not limited to PTO newsletters, email broadcasts, website, bulletin boards, etc.
- D. Treasurer - Serve as custodian of the PTO's finances, collect revenue, pay authorized expenses, report financial activity every month, prepare year-end financial report, facilitate an annual audit, and hold all financial records.

Section 2: TERM OF OFFICE – The term of office for all officers is one year, beginning immediately upon election, and ending upon officer election the following school year.

Section 3: NOMINATIONS – Any PTO board member may be nominated or considered for election to an officer position.

Section 4: ELECTIONS – Elections will be held during the first board meeting following the annual meeting of the PTO where the board was elected. A ballot vote shall be taken of all board members. If there are only enough nominations for the open positions of the board then a voice vote may be used to confirm the board members.

Section 5: QUALIFICATIONS – Any Parent Representative of the board may become an officer of the PTO.

Section 6: REMOVAL – An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Board.

Section 7: VACANCY – If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting a new vice president will be appointed by the board. If any other vacancy occurs in an officer position, the board shall appoint a board member to fill the vacancy, for the remainder of the officer's term.

ARTICLE IV – MEETINGS

Section 1: BOARD MEETINGS – The Board shall meet monthly during the school year, or at the discretion of the President. The Board shall be responsible to provide guidance to the President in the management and administration of the PTO. The President will determine the time, date and location of the Board meeting.

- A. The Board meetings will generally be held in-person. The board must have a quorum to vote on any matters concerning the SAPTO. A quorum of the board shall consist of half the number of board members plus one. A majority vote must be reached by the board members present at the meeting.
- B. If an immediate vote is required an electronic (ie e-mail) vote may be conducted only if responses are received by all voting members and the vote must be unanimous (yea or nay). If unanimity is not reached in the electronic vote, the issue will be presented at the next board meeting.
- C. Board meetings are open to all members. Decisions of the Board shall not be subject to approval by the members of the PTO.
- D. Every effort should be made to attend scheduled board meetings. If Board members are unable to attend, notification should be made to the Secretary at least one day in advance. Two unexcused absences within a year are cause for dismissal from the Board. Any decision to dismiss an Board member will be made after a motion for such a dismissal and vote of the Board.

Section 2: GENERAL PTO MEETINGS – Meetings shall be at least two times a year or at the discretion of the Board. The president of the PTO shall determine the time, date and location and notify members a minimum of 10 days in advance.

- A. Each member in attendance at a PTO meeting is eligible to vote, one vote per household. Absentee or proxy votes are not allowed.
- B. Eight (8) members of the PTO present and voting constitute quorum for the purpose of voting at a general meeting.
- C. General PTO meetings shall be held to elect board members and approve the general financial plan of of the PTO. The President of the board, or designee, shall provide an annual report of all activities of the PTO at a meeting. Upon approval by the PTO, the President shall have the Annual Report posted on the PTO website.

ARTICLE V – COMMITTEES

Section 1: MEMBERSHIP – Committees may consist of members and board

members, with the president or his/her designee acting as an ex officio member of all committees.

Section 2: STANDING COMMITTEES - the following committees shall be held by the organization:

A. Fundraising - The fundraising committee shall meet a minimum of once every fiscal year. The fundraising committee shall:

- I. Consist of a Chair appointed by the President and members in good standing from the general membership selected by the Chair.
- II. Present any fundraising plan to the board of directors for approval prior to moving forward with executing the designated plan.
- III. Be responsible for collecting any fundraising money and must use two of its members to count and verify all money after each event. All money must be deposited within the PTO bank account within 24 hours of receipt of such money.
- IV. Comply with all local, state, and federal laws pertaining to fundraising.
- V. Not engage in fundraising activities that harm the PTO, its members, or donors.
- VI. Take care to ensure that donors receive informed and accurate information about donations and their tax implications.
- VII. Take care to ensure that all donations are used in accordance with the donor's intention.
- VIII. Use accurate and accepted practices when documenting fundraising statements and records.

B. Membership - The membership committee shall meet a minimum of once every fiscal year. The membership committee shall:

- I. Consist of a Chair appointed by the President and members in good standing from the general membership selected by the Chair.
- II. Recruit and maintain a list of all members of the PTO and their current physical and/or e-mail address.

C. Compliance - The compliance committee shall meet a minimum of once every fiscal year. The compliance committee shall:

- I. Consist of the Chair appointed by the President (shall not be an Officer of the Board but shall be a board member), one other board member selected by the Chair and a member in good standing from the general membership selected by the Chair.
- II. Provide internal audit services for the PTO. The Chair of the Compliance Committee shall:
 - a. Serve as the point of contact for any whistleblower complaints from members or non-members. Complaints should be mailed to the following address and the letters, if any, shall be

opened only by the Compliance Committee Chair:
4315 Tumwater Valley Drive SE
Tumwater, WA 98501

- b. Investigate all complaints received.
- c. Be responsible for ensuring the periodic conflict of interest reviews are conducted as described in Article 7.
- d. Report the results of any audit, investigation or periodic review to the board at the next regularly scheduled board meeting.

The Chair of the Compliance Committee may hire outside audit, investigative services, or outside expertise if required; advance board approval of the expenditure amount is required.

No retaliation by the PTO board or officers toward any whistleblower or complainant shall be tolerated. Should it be determined that retaliation occurred as a result of whistleblower or complaint, the board shall take appropriate disciplinary and corrective action.

Section 3: ADDITIONAL COMMITTEES – The board may appoint additional committees as needed.

ARTICLE VI – FINANCIAL POLICIES

Section 1: FISCAL YEAR - The fiscal year of the PTO begins August 1 and ends July 31 of the following year.

Section 2: BANKING - All funds shall be kept in a checking account in the name of Serendipity Academy PTO, requiring two signatures of the Officers of the Board and held at a local financial institution.

Section 3: REPORTING - All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The PTO shall arrange a review of its financial records by the compliance committee each year. The review may also be conducted via an independent review as may be deemed appropriate. The Board will establish additional Money Handling Policies which will be administered by the Treasurer.

Section 3: ENDING BALANCE - The organization shall leave a minimum of \$2,000.00 in the treasury at the end of each fiscal year.

Section 4: CONTRACTS - Contract signing authority is limited to the President or the President's designee.

ARTICLE VII – CONFLICT OF INTEREST

Section 1: PURPOSE - The purpose of this conflict of interest policy is to protect this tax-exempt organization's Serendipity Academy Parent/Teacher Organization hereafter called "Organization" 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.

Section 2: INTERESTED PERSON - 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.

Section 3: FINANCIAL INTEREST – 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 insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 7, Section 5, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 4: Duty to Disclose – In connection with any actual or possible conflict or 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 the committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 5: Determining Whether a Conflict of Interest Exists – 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 if a conflict of interest exists.

Section 6: Procedures for Addressing the Conflict of Interest –

- A. 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 the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. 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.
- D. 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 arrangements 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.

Section 7: Violations of the Conflicts of Interest Policy –

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

Section 8: Records of Proceedings - The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an 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 board's or committee's decision as to whether a conflict of interest in fact existed.
- B. 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.

Section 9: Compensation -

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters to that member's compensation.
- B. 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.
- C. 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.

Section 10: Annual Statement - Each director, principal officer and member of a committee with governing board powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflict of interest policy,
- B. Has read and understand the policy,
- C. Has agreed to comply with the policy, and
- D. Understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11: Periodic Reviews - To ensure 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:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B. 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 in an excess benefit transaction.
- C. The chair of the Compliance Committee shall be responsible for ensuring the periodic reviews are conducted. The chair of the Compliance Committee shall report the results at the board meeting following the periodic review.
- D. When conducting the periodic reviews as provided by Article 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for

ensuring periodic reviews are conducted.

ARTICLE VII – BYLAW AMENDMENTS

Amendments to the bylaws may be proposed by any Serendipity Academy PTO member. Amendments may be presented at any Serendipity Academy PTO meeting of the board by the vote of a duly constituted quorum, provided the amendment has been submitted, in writing, to the board of directors.

ARTICLE VIII - DISSOLUTION

In the event of dissolution of the Serendipity Academy PTO, after paying or adequately providing of the debts and obligations of the organization, the remaining assets shall be donated to Serendipity Academy or be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order Newly Revised” shall govern this Organization in all cases which they are applicable and in which they are not in conflict with these Bylaws and the Articles of Incorporation, or the Nonprofit corporation Act under which this foundation may be incorporated.

These bylaws were adopted on December 18, 2013.