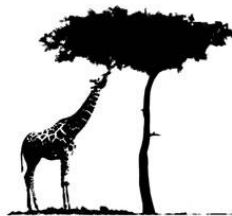


**Los Compadres de
Escuela Longfellow**

Draft
Bylaws

Last Updated: April 5, 2015



LOS COMPADRES DE ESCUELA LONGFELLOW

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DOCUMENT INFORMATION

Purpose of the Document

This document is intended to outline the bylaws that govern the Board and membership of Los Compadres de Escuela Longfellow.

Revision History

VERSION	DATE	REVISION DESCRIPTION	ORIGINATOR
A	09/15/09		Board
B	04/05/15	Process refinement	Board

Draft

LOS COMPADRES DE ESCUELA LONGFELLOW BYLAWS

Article I – Name

The name of this organization shall be: Los Compadres de Escuela Longfellow (hereinafter referred to as Los Compadres or PTO). The PTO is located at Longfellow Spanish Immersion Magnet School, 5505 July Street, San Diego, California 92110.

Article II – Purpose

SECTION 2.1 – MISSION AND VISION

The mission of Los Compadres is to support the mission, vision, and priorities of Longfellow Spanish Immersion Magnet School by providing volunteer and financial resources that enrich the lives of every student in our socio-economically and geographically diverse learning community.

The vision of Los Compadres is for all students, staff, and parents to participate in the betterment of Longfellow Spanish Immersion Magnet School.

SECTION 2.2 – GENERAL PURPOSE

Los Compadres is a California non-profit corporation organized for charitable purposes, and is exempt from payment of federal income taxes under the Internal Revenue Code Section 501(c)(3), and from state income taxes under the California Revenue and Taxation Code Section 23701(f). Los Compadres' federal employer ID number is 76-0804393.

SECTION 2.3 – SPECIFIC PURPOSES

The primary purpose of the PTO is to foster relations among the parents, teachers, and administrators, and to raise funds to make charitable contributions and fund programs and activities that will benefit the students who attend, or will attend, the school. These activities may include, but are not limited to:

- a) Providing funds for enrichment programs that enhance academics and citizenship;
- b) Providing financial or volunteer assistance to students, teachers, and administrators to supplement, implement, improve, or compliment the learning environment and educational programs;
- c) Purchasing materials and supplies, and providing funds for facility or site improvements.

While it is the intent of the PTO for its programs and events to benefit all of the existing (and possibly future) students at the school, Los Compadres may expend funds for programs or events that benefit certain grades, classes, or students, at the discretion of the membership.

Article III – Policies

- a) Los Compadres shall be noncommercial, nonsectarian, and nonpartisan;
- b) The property of the PTO is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributable to its officers, members, or to the benefit of any private person;
- c) The PTO or Members in their official capacities shall not endorse a commercial entity, business, or product or engage in activities not related to promoting the purposes of the organization;
- d) Recognizing donors for their contributions to the organization is permitted;
- e) Los Compadres is empowered to pay reasonable compensation for services rendered and reimbursements of expenses to individuals and companies in furtherance of the purposes of the organization;
- f) Los Compadres shall not participate or intervene in any political campaign on behalf of any candidate for public office or devote any part of its activities to attempting to influence legislation.

Article IV – Membership

SECTION 4.1 – ELIGIBILITY

Any parent, guardian, or adult standing in loco parentis of a Longfellow Spanish Immersion Magnet School student, and Principal, Vice-Principal, or teacher employed at Longfellow Spanish Immersion Magnet School is considered a Member of the PTO (Member).

SECTION 4.2 – VOTING RIGHTS

All Members shall have voting rights. Each member shall have the right to vote on any matter brought before the Membership. The right to vote is conferred by Membership in the PTO only, regardless of number of Members per household, number of students attending Longfellow Spanish Immersion Magnet School, or any other consideration.

SECTION 4.3 – NON-DISCRIMINATION

Los Compadres shall not discriminate against any person based on his or her sex, age, race, color, religion, national origin, medical condition, disability status, marital status, or sexual orientation in attaining membership, holding office, or participating in the benefits, services, and facilities sponsored or supported by this organization.

Article V – Board of Directors and Elections

SECTION 5.1 – BOARD OF DIRECTORS

It is anticipated that the Board of Directors (Board) of the PTO shall perform both governance and volunteer staff functions, and that the PTO shall employ no paid staff. If, in the future, the PTO

were to employ paid staff, the structure and function of the Board should be revisited.

Only Members may serve as Directors. The Board is elected by the Membership and shall create and execute programs, events, and expenditures on behalf of the Membership.

The PTO shall have a Board of Directors of flexible size, of no fewer than four Directors and no more than twelve Directors. The then sitting Board shall determine the size of the Board for the subsequent year.

SECTION 5.2 – BOARD DUTIES

The duties of the Board shall be as follows:

- (a) Establish the objectives and programs of the organization for the school year;
- (b) Prepare and submit an annual budget to the Membership prior to the first general meeting of the PTO;
- (c) Transact business between meetings in preparation for the general and special meetings;
- (d) Create standing, temporary, and ad-hoc committees;
- (e) Appoint chairpersons/team leaders for ad-hoc committees/teams, and standing committees/teams as required;
- (f) Approve routine bills and approve payments and contracts for services and supplies that are in furtherance of the approved budgeted expenditures;
- (g) Review the financial reports and records, and prepare reports and recommendations for the Membership.

SECTION 5.3 – BOARD QUORUM

Half the number of Board Members plus one constitutes a quorum.

SECTION 5.4 – BOARD OFFICERS AND AT-LARGE DIRECTORS

Officers shall be: President, at least one Vice President, Secretary and Treasurer.

- (a) **President.** The President shall prepare agendas and preside over meetings of the Board of Directors and general meetings of the Members, serve as the primary contact to the Principal, serve as an ex officio member of all committees. The President shall have the authority to sign contracts on behalf of Los Compadres.

The President may appoint non-voting aides to the Board as needed, offering said aides access to meetings and Board materials as required in the performance of their duties. All such appointments shall expire with the President's term.

- (b) **Vice-President(s):** At least one (1), and up to seven (7) Vice-Presidents (VP) shall be elected. Each Vice-President shall assist the President in his or her duties and shall act as a chairperson/team leader for various PTO programs. Examples of program areas might include: communications; campus improvements; educational enrichment; development; or community events. The then sitting Board shall determine the number of VPs, and definition of their respective roles, to be elected in the subsequent year.
- (c) **Secretary:** The Secretary shall keep all of the records of the organization, take and record minutes of all meetings, and ensure that notice of meetings is given to members at least seven (7) days prior to meetings.

The Secretary also keeps a copy of the minutes' book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

The Secretary is only required to keep minutes of, or transcribe, the actions that were taken at each meeting by the Board of Directors or meeting of the General Membership, including recording all approved expenditures. Minutes of any Board meeting or meeting of the General Membership shall be drafted and submitted to the Board, in a format available for review and distribution to the members, at the next meeting of the Board, unless a time extension is requested and approved by the Board. Once meeting minutes (from both the Board of Directors meetings and the General Membership meetings) are approved by the Board, they shall be posted to Los Compadres' website.

- (d) **Treasurer:** The Treasurer shall receive and deposit all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the membership and Board. He or she will present a financial statement at every meeting and at other times of the year when requested by the Board, and prepare a full financial report at the end of the year. The Treasurer shall prepare, or arrange to have prepared, the organization's federal and state tax returns as required by law.
- (e) **Directors At-large:** Any elected Director not holding an officer's role (i.e. President, Vice President(s), Treasurer, Secretary), shall be deemed a Director at Large, holding full voting rights and, like any other Board Member, have a responsibility to act with care and loyalty to the PTO. Directors at Large shall assist with both governance and volunteer staff functions, and shall sit on committees as required. The PTO President may appoint elected Directors at Large to fill any vacant or newly created Vice President's role.
- (f) **Longfellow Principal:** The Longfellow Principal shall serve as an ex officio member of the Board, in a Director At-large capacity.

SECTION 5.5 – NOMINATIONS

The PTO President shall appoint a Nominating Committee no later than March of each year. The Nominating Committee shall be comprised of at least two PTO members. The Nominating Committee shall seek the recommendations of administrators, teachers and parents in identifying potential Board Directors. Members of the Nominating Committee shall not be eligible for election as PTO President. The Nominating Committee shall identify at least one candidate for each Board

position, and present the slate no later than 10 days prior to the election meeting through both electronic notice to the Membership and posting on the school grounds. At the election meeting, nominations may also be made from the floor. Any PTO Member may run for any Board position, and may present their nomination either through the Nominating Committee or as a nomination from the floor.

SECTION 5.6 – ELECTIONS

Elections will take place at the second to last meeting of the school year. Nominations may be made from the floor at that meeting. Voting may be by voice vote if there is only one candidate running for an office. If more than one person is running for an office, a ballot vote shall be taken. Directors are elected by a majority vote of the members at the meeting, if a quorum is present at the time of the vote.

SECTION 5.7 – ELIGIBILITY

Only those persons who are PTO Members, and have signified their consent to serve if elected, shall be nominated for, or elected to, office.

SECTION 5.8 – TERMS OF OFFICE

The term of office for all Directors is one year, beginning July 1st and ending June 30th the following year. Board Directors shall serve no more than five consecutive terms, regardless of Offices held. Each Director elected shall hold only one office at a time. Directors that have served for more than six months of a term shall be deemed to have served a full term.

SECTION 5.9 – PASSING THE TORCH

The transfer of information from outgoing Directors to incoming Directors shall be completed prior to June 30th.

- (a) Books must be turned over to the new Treasurer on or before June 30th.
- (b) Following their election, newly elected Directors are expected to attend any Board, general, or special meetings prior to June 30 for training purposes. Any group and/or individual training required to facilitate transfer of knowledge and expertise shall take place prior to June 30th.

SECTION 5.10 – VACANCIES

If there is a vacancy in the office of President, at the next regularly scheduled general meeting of members, a new President shall be elected. If there is a vacancy of any other Board Officer, the President will appoint an At-large Director to fill that role if possible, or may, at the next General Meeting, ask the membership to elect a new Director to fill the vacancy.

SECTION 5.11 – REMOVAL FROM OFFICE

Directors can be removed from office, with or without cause, by a two-thirds vote of those Members present (assuming a quorum) at a regular meeting where previous notice has been given.

Article VI – Meetings

SECTION 6.1 – GENERAL MEETINGS

All PTO members are encouraged to attend PTO general meetings. An annual schedule of general meetings times and places shall be determined by the Board at least one month before the first general meeting of the school year. Additionally, the Secretary will notify members of the time and place of each general meeting at least seven (7) calendar days prior to the meeting via Longfellow’s e-Announcements, Los Compadres’ website or Los Compadres’ listserv.

SECTION 6.2 – SPECIAL MEETINGS

Special meetings of the Membership may be called by the President, any two members of the Board, or five general Members submitting a written request to the Secretary. Notice of any Special Meeting shall be sent to Members at least seven (7) calendar days prior to the meetings by electronic means such as email, Los Compadres’ website or Los Compadres’ listserv. All PTO Members are encouraged to attend Special Meetings. The only business to be transacted at a Special Meeting is that for which the meeting was called.

SECTION 6.3 – MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors may meet at any time and at any location at the discretion of the President. Notice of Board meetings shall be communicated to all Directors either verbally, telephonically, or by email at least three days prior to the date of the meeting. Persons other than Directors may attend a Board meeting only at the invitation of a member of the Board of Directors.

SECTION 6.4 – AGENDAS

General and Board Meeting agendas shall be set by the President in advance of meetings in consultation with the Board. Any PTO Member may place items on an agenda by submitting a written request to the President at least seven days before a scheduled meeting. If a member requests an item to be placed on an agenda with insufficient notice, that item will be placed on the agenda for the subsequent meeting.

SECTION 6.5 – CANCELLATION OF A MEETING

The President is responsible for cancelling and rescheduling meetings. Acceptable forms of notice include electronic means such as email, Los Compadres’ website or Los Compadres’ listserv.

SECTION 6.6 – VOTING

Each PTO Member in attendance at a general meeting, for which a quorum is present, is eligible to vote.

Each Director in attendance at a Board meeting, for which a quorum is present, is eligible to vote. Only Directors may vote at Board Meetings.

SECTION 6.7 – QUORUM

A quorum for a General or Special Meeting shall be 10 members of the organization, at least four Board and six general members.

A quorum for a Board Meeting shall be half the number of Directors plus one.

SECTION 6.8 – SUBSTITUTIONS

Absentee, email voting and voting by proxy are not allowed.

SECTION 6.9 – ACTIONS OF THE MEMBERSHIP AND BOARD

- a) **Actions of the Membership:** Proposals for action by the Membership (Motions) can only be presented to the Membership by the PTO President at a general or special meeting, assuming a quorum. However, any Member may place a motion on a general or special meeting agenda by submitting an Idea Proposal Form that includes a written motion to the President.

Motions presented to the President will be reviewed at a Board meeting so that the Board can be prepared to offer their perspective and advice to the Membership on a motion, and subsequently presented at a general or special meeting. Written motions for which a special meeting is called shall be the only matter taken up by the Membership at that meeting. The President shall present submitted motions on behalf of, and in the name of, the person who submitted it. Motions may not be submitted anonymously.

Second - Motions require a second, and any Member may second a motion. A second does not mean the seconder agrees with the motion, but that he or she believes the motion is worthy of consideration. A Member can make a second simply by saying "Second" after a motion is made.

Discussion - The motion is discussed by Members, after which the motion is put to a vote. The President may limit the amount of time allowed for discussion, and the amount of time allowed for any Member to speak for or against a motion. However, the President shall allow at least fifteen minutes of discussion for any motion.

Vote - A voice vote or show of hands will generally be used. The President will ask those in favor of a motion to say "aye" and those opposed to say "nay." Or, the President can ask for a show of hands. The President then announces the result of the vote.

Recording Motions in Minutes - There is no requirement that the name of the person making the motion and the one seconding the motion be recorded in the minutes, or to record the vote count. The Secretary may simply state that a motion was made and seconded, and that it passed or failed. However, if any Member requests that this information be recorded in the minutes, the Secretary shall do so.

- b) **Actions of the Board of Directors at Board Meetings:** Proposals for action by the Board of Directors (Motions) and can be made by any elected Director at a Board of Directors

meeting, assuming a quorum. Directors, including the President, may make a motion by saying, "I move..." , and then stating the motion.

Second - Motions require a second, and any Director may second a motion. A Director can make a second simply by saying "Second" after a motion is made.

Discussion - The motion is discussed by Directors, after which the motion is put to a vote. The President may limit the amount of time allowed for discussion, and the amount of time allowed for any Director to speak for or against a motion.

Vote - A voice vote or show of hands will generally be used. The President will ask those in favor of a motion to say "aye" and those opposed to say "nay." Or, the President can ask for a show of hands. The President then announces the result of the vote.

Recording Motions in Minutes - There is no requirement that the name of the person making the motion and the one seconding the motion be recorded in the minutes, or to record the vote count. The Secretary may simply state that a motion was made and seconded, and that it passed or failed. However, if any Director requests that this information be recorded in the minutes, the Secretary shall do so.

Article VII – Committees

SECTION 7.1 – MEMBERSHIP

Committees may consist of Los Compadres' members and board members, with the President acting as an ex officio member of all committees. In the course of executing programs on behalf of the PTO, it may help in recruiting volunteers to refer to committees as 'teams', and committee chairs may be referred to as team leaders or managers.

SECTION 7.2 – AUDIT COMMITTEE

An Audit Committee shall be appointed by the Board and shall include at least three individuals, one of whom is not an elected director. The Audit Committee shall assist the Board with the oversight of (a) the integrity of the organizations financials statements; (b) compliance with legal and regulatory requirements; (c) the independent auditors' (if one is engaged) qualifications and independence; and the (d) conflict of interest policies.

SECTION 7.3 – AD HOC COMMITTEES

The Board may appoint additional committees as needed. The Chair of an Ad Hoc committee shall be appointed by the Board.

Article VIII – Finances

SECTION 8.1 – REPORTING PERIODS

The accounting period and fiscal year of the organization is from August 1st to July 31st in alignment with the school year.

SECTION 8.2 – BUDGET

A draft budget, carefully aligned with the Mission and Goals of the PTO, will be prepared by the Board of Directors for approval by the membership prior to the incurrence of any obligations or any expenditure that have not been previously approved by the membership and shall cover the period from August 1st through July 31st. The draft budget should consider:

- a) The expense and sustainability of programs intended to take place perennially.
- b) The PTO's cash reserves and the need for cash on hand to pay expenses through the summer and fall before fundraising activities begin.
- c) Community input into budget priorities, including parents, administration, and teachers.

The Annual Budget shall be presented for adoption at the beginning of each school year. The Board shall operate within the general parameters of the budget approved by the general membership. The general membership must vote to approve material matters that were not anticipated within the approved budget. The Board shall adapt the PTO's activities to the realities of the execution of its programs and activities, being especially mindful of shortfalls or surpluses from fund raising and program expenses.

- (a) Notwithstanding the foregoing, in any period between one general meeting of the Membership to the following general meeting of the Membership, the Board shall have the authority to approve cumulative expenditures of \$2,500 or less for expense items that are not included in the Annual Budget, if the expenditures fulfill the Purpose of the organization as stated in Article II above. In the period between the last General Meeting of the year and the first General Meeting of the following year, the Board shall have the authority to approve an additional \$2500 in expenditures (for a total of \$5000) to allow for purchases that may need to be made prior to budget approval at the start of the school year. The Board should take care to exercise this authority only if an expense is urgent in nature and must be funded prior to the next General Meeting of the Membership. Any

such expenditure will be reported to the membership at the next General Meeting following the Board approval of the expenditure.

- (b) Members may make a request for expenditure using the Board’s discretionary spending authority, by submitting an Idea Proposal Form, in cases where time or other considerations are of the essence. Whenever possible, use of PTO funds should be a part of the annual budget process.

SECTION 8.3 – TREASURER

The Treasurer shall receive all funds for the organization and maintain accurate records of any income, expenses, disbursements, and bank account information. The Treasurer is responsible for preparing an annual financial statement, reporting monthly financial information to the membership and the Board, and the preparation and filing of tax documents and forms required by California and Federal law. Financial Records of Los Compadres shall be maintained as required by California and Federal taxation laws. The Treasurer shall remain available beyond the end of his or her term, until the taxes are complete, to answer questions and provide any information needed.

SECTION 8.4 – DISBURSEMENTS

No checks shall be issued unless the Board approved the expenditure. The Treasurer may advance funds for approved expenditures to avoid financial hardship for any member or Committee Chairperson who has been delegated the responsibility for organizing an event, which requires making expenditures in advance of the event. The Treasurer shall approve and sign all checks. However, all checks over \$500 must be approved and co-signed by the Board President. The President may also delegate such authority to co-sign checks of greater than \$500 to up-to two other elected members of the Board. The signature on any check cannot be the payee. If the Treasurer requires reimbursement, the check must be signed by two authorized Board members other than the Treasurer.

SECTION 8.5 – CASH RECEIPTS

Two people shall always be present at an event to receive cash. Any tickets, cash, and checks collected at an event shall be counted and verified by two (2) PTO members, not related by blood or marriage. Both people shall sign a “receipt of funds” form, or “cash control” slip, identifying the amounts received, the date, and their signature. All cash and checks should be submitted to the

Treasurer or his/her designee before leaving the event premises, if possible, along with the completed “receipt of funds” form or “cash control” slip.

SECTION 8.6 – FINANCIAL RECORDS

The financial records of the organization shall be maintained accurately by the Treasurer and made available to any Member, as well as to any member of the public who requests inspection of the organization’s financial records.

SECTION 8.7 – ANNUAL FINANCIAL STATEMENT

The Treasurer shall prepare a financial statement at the end of the year for review by the Board, membership, and Audit Committee.

SECTION 8.8 – TAX RETURNS

The Treasurer is responsible for preparing, or arranging for the preparation of, the tax returns for the organization. Tax returns must be filed in a timely manner as required by state and federal law.

SECTION 8.9 – AUDIT

At the Board’s discretion, the financial records of Los Compadres may be submitted to an independent auditor for review.

SECTION 8.10 – MONTHLY BANK STATEMENTS

The monthly bank statement of Los Compadres must be opened and reviewed by someone who does not have authorization to sign checks for Los Compadres. This individual shall be selected by vote of the Board.

Article IX – Amendment of Bylaws

These bylaws may be amended at any regular meeting by a two-thirds vote of the members in good standing, assuming a quorum, and providing that previous notice was given that the bylaws were to be amended. Notice that the bylaws are to be amended must be specified in the notice of the meeting. The proposed amendment(s) to the bylaws shall be made readily available for membership review at least seven (7) calendar days prior to the date of the meeting.

Article X– Dissolution

The organization may be dissolved by a two-thirds vote of the members in attendance at a regular or special meeting that has been noticed for such action, assuming a quorum is present. The meeting at which dissolution is proposed must be noticed at least 15 calendar days prior to the date of the meeting by as many means as is practical. Upon the dissolution of the organization, any remaining funds shall be used to first pay any outstanding debts and any remainder, with the membership's approval, shall be spent for the benefit of school and/or distributed to one or more nonprofit organizations which have been established as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and which benefit the education of public school children, with preference being given to qualifying organizations that benefit Longfellow Spanish Immersion school students.

Bylaws Approval

The foregoing Bylaws have been approved for the organization by a two-thirds vote of a quorum of members in good standing at a regularly scheduled meeting as of:

Bylaws amended on _____

ATTESTED: BY:

BY: _____

Name: _____

Secretary, LOS COMPADRES DE ESCUELA LONGFELLOW