

**THIRD AMENDED AND RESTATED BYLAWS OF SOLANA SANTA FE PARENT
TEACHER ORGANIZATION** (a California Nonprofit Corporation)

(Formerly Solana Santa Fe Parent Support Group)

Effective May 14, 2013 (Third Amended)

Adopted: January 23, 2024

ARTICLE I NAME OF ORGANIZATION

The name of this organization shall be The Solana Santa Fe Parent Teacher Organization ("the PTO"), and shall be referred to hereafter as the PTO or as the "organization."

ARTICLE II PRINCIPAL OFFICE

The principal office for the transaction of the business of the organization is hereby fixed and located at 6570 El Apajo, Rancho Santa Fe, California 92067. The Executive Board (as defined below) may at any time or from time to time change the location of the principal office from one location to another in said county.

ARTICLE III PURPOSES AND POLICIES

Section 1. CHILDREN'S EDUCATION. The primary purpose of the PTO is to enhance and enrich the education of the children at Solana Santa Fe School.

Section 2. COMMUNITY. This enhancement and enrichment should reflect an awareness that Solana Santa Fe School is part of a larger community.

Section 3. PARENT INVOLVEMENT. PTO also encourages participation of all members of the Solana Santa Fe School community in the education of our children.

Section 4. COMMUNICATION. A complementary purpose is to maintain and improve communication between and among the people at Solana Santa Fe School: parents, teachers, students, community supporters, and both Site and District administrators.

Section 5. SERVICE. In order to achieve these goals, service and involvement must be solicited, and the Executive Board shall determine the manner in which such service and involvement shall be solicited.

Section 6. GRANTS AND EXPENDITURES. In order to achieve these goals, monies must also be solicited, and the Executive Board shall determine the manner in which funds shall be both solicited and expended.

Section 7. OPERATING POLICY. The PTO shall be nonprofit, nonsectarian and nonpartisan in its operations.

ARTICLE IV MEMBERSHIP

Section 1. MEMBERS. There shall be one class of Members consisting of those persons who have, in the current fiscal year of the organization, contributed the minimum amount set annually by the Executive Board and who have otherwise complied with the requirements for membership established by the Board. The Board may establish a class of non-voting Associate Members. A family may be a Member of the organization, or one or more individuals in a family may be Members provided that each has made the required contribution. A family or other entity which is a Member shall designate at the time of making the required contribution the person who is entitled to vote on behalf of the Member at meetings of the Members.

Section 2. TERMINATION. Death, resignation or removal of any Member as provided in these Bylaws shall automatically terminate membership of such person in this organization.

Section 3. MEETINGS. The organization may hold regular and special meetings. The organization may transact business if a quorum is present at any time during the meeting; however, election and removal of officers may only be held if a quorum is present at the time the vote is taken.

- a. Regular meetings of the organization shall be held at least five times during the school year, but a regular meeting of the organization shall always be held during the months of August/September and May. No written notice of such meetings need be given to all Members. Notice of the date, time and location of a regular meeting shall be announced at a prior regular meeting and/or notice sent to the Members in the school newsletter (email) at least one week in advance of the meeting; provided, however, that upon the request of any Member to the Executive Board, written notice of such meetings shall be given. Posting of the meeting notice at a visible location at the school is also recommended, but is not required. The schedule for regular meetings shall be decided by the Executive Board. The meeting at which officers are scheduled to be elected for the following year shall be deemed to be the annual meeting of the organization (usually in April or May).
- b. Special meetings of the Members may be called in the same manner as special meetings of the Executive Board.
- c. A quorum for a meeting of the Members shall be fifteen (15) Members. If a quorum is not present but all of the officers are present, then any business of the organization may be transacted other than election of officers, approval of the annual budget, or approval of expenditures in excess of \$5,000.
- d. The meeting agenda is set by the president in advance of the meeting in consultation with the Executive Board. The president must approve any items to be placed on the agenda prior to the meeting, and the membership must approve any changes to the agenda prior to commencement of discussion of an item that is not on the agenda.
- e. All regular and special meetings shall be conducted in accordance with Robert's Rules of Order and shall govern in accordance with such Rules in all matters not specifically covered under these Bylaws.

Section 4. LIABILITIES AND PROPERTY RIGHTS OF MEMBERS. No Member of the organization now or hereafter elected or appointed shall be personally liable to creditors of the organization for any indebtedness or liability of the organization; any and all creditors shall look only to the assets of the organization for payment.

Section 5. MEMBERSHIP BOOK. The officers of this organization shall maintain a current book containing the name and address of each of the Members of this organization. Termination of any membership shall be recorded in the book, together with the date on which the membership ceased. Said book shall be available for inspection only by the Executive Board of this organization and such other persons as the Executive Board of this organization may from time to time authorize, and no other persons. The Executive Board shall make the membership book available to any Member who intends to request a special meeting of the Members, subject to such restrictions as the Executive Board deems appropriate for the protection of the privacy of the Members. This book may be in an online format for the protection of the privacy of it's members, as deemed appropriate by the Executive Board.

ARTICLE V EXECUTIVE BOARD

Section 1. DEFINITION. The Executive Board shall consist of the officers of the organization (as provided in Article VI below), and the principal of the school, or a representative appointed by the principal. Although not an elected officer, the principal or his or her designee serves in an advisory capacity with full voting privileges. In addition, the Executive Board may, in its discretion, invite a teacher at the school to participate as a member of the Executive Board, which teacher shall be selected by the principal. All of the members of the Executive Board shall be members of the PTO.

Section 2. RESPONSIBILITIES. Subject to the powers of the Members as provided by law or as herein set forth, all corporate powers of the organization shall be exercised by or under the authority of, and the business and affairs of the organization shall be controlled by, the Executive Board. Without limiting the generality of the foregoing, the Executive Board shall have the following powers:

- a. To conduct, manage and control the affairs and business of the organization between meetings of the Members, and to make such rules and regulations therefor, not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best.
- b. To create such committees as are deemed necessary to carry out the purposes of the organization.
- c. To fill all vacancies on the Executive Board, including that of president.
- d. To present a report at the regular meetings of the organization.
- e. To receive a financial report from the treasurer at each meeting.

- f. To change the principal office for the transaction of the business of the organization from one location to another within the County of San Diego; to designate any place within the County of San Diego for the holding of any Executive Board or organization meetings.
- g. To borrow money and incur indebtedness for the purposes of the organization, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, or other evidences of debt and security therefor.
- h. To approve and accept donations.
- i. To create an annual budget to be approved by the Members at the first regularly scheduled meeting of the Members during the school year to which such annual budget relates. The annual budget shall be submitted to the full membership of the organization no later than seven (7) days prior to the meeting at which such annual budget will be submitted for approval by (a) inclusion in the school newsletter (email) if time permits, and (b) posting at school. Adoption by the Members of the annual budget shall be sufficient evidence that the amounts and purposes of such expenditures in that budget have been approved by the Members if that budget sufficiently describes the purpose and funding limitation for that expenditure. No checks shall be issued unless the expenditure was approved by the Members as part of the annual budget or at a regular or special meeting of the membership. Notwithstanding the foregoing, the Executive Board shall have the authority to authorize the payment of routine organizational bills within the limits of the budget adopted by the organization, and may authorize the payment of other bills not to exceed a cumulative total of \$5,000.00 between meetings of the organization. In the case of an online payment, which can be approved by two elected officers, one of which may be the treasurer. Such action shall be ratified at the next organization meeting and must be recorded in the minutes of the organization. All checks over \$1,000 must be approved and signed by any two (2) of the elected officers, one of which may be the Treasurer.

Section 3. CONFLICT OF INTEREST. No Member of the PTO shall serve as a voting member of the Executive Board while serving as a paid employee of or under contract to the PTO.

Section 4. MEETINGS. The Executive Board shall meet at least once a month during the school year, unless otherwise ordered by the Executive Board, at a date and time to be designated by the president and publicized to the Members of the organization (online forum acceptable). Once the meeting dates and times have been set for the current school year, no notice of such meetings need be given to the Executive Board members. Special meetings of the Executive Board may be called by the president and/or must be called upon the written request to the president of two (2) Executive Board members. All Executive Board members must be notified of such special meetings by written notice personally delivered or mailed or delivered electronically to each Executive Board member at least seventy-two (72) hours prior to the time of the meeting two (2) members shall constitute a quorum for the transaction of business in any meeting of the Executive Board.

Section 5. PLACE OF MEETING. Meetings of the Executive Board shall be held at Solana Santa Fe School, or at any other place within the County of San Diego which has been designated in the Notice of Meeting.

Section 6. PARTICIPATION BY TELEPHONE OR ELECTRONIC COMMUNICATION. Members of the Executive Board may participate in a meeting through use of telephone or electronic communications equipment (ex: teleconferencing). Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 7. ADJOURNMENT. In the absence of a quorum at any meeting of the Executive Board, the majority of the Executive Board members present may adjourn the meeting from time to time. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Executive Board members who were not present at the time of adjournment.

Section 8. REMOVAL. An Executive Board member may be removed from office, for cause, by the vote of a majority of the Executive Board members.

Section 9. COMPENSATION. The Executive Board members shall receive no compensation for their services as such.

ARTICLE VI OFFICERS

Section 1. OFFICERS. The officers of this organization shall be a president, and Board of Directors (BOD) with such duties and responsibilities as the Executive Board deems appropriate from year to year, secretary and treasurer, and such other officers as the Executive Board shall deem appropriate from time to time. When the duties do not conflict, one person, other than the president, may hold more than one of these offices. Neither the principal nor the teacher who is on the Executive Board may serve as president, Board of Director or treasurer.

Section 2. NOMINATING COMMITTEE. Nominations for office shall be made by a nominating committee which shall be elected by the Executive Board at least thirty (30) days prior to the annual election meeting. The following provisions shall govern the Nominating Committee:

- a. The Nominating Committee shall be composed of at least two (2) Members. The principal of the school, or a faculty representative appointed by the principal, shall serve in an advisory capacity. The committee shall elect its own chairman.
- b. The report of the Nominating Committee shall be submitted to the full membership of the organization either (i) at the regular meeting immediately prior to the annual election meeting, or (ii) no later than seven (7) days prior to the annual election meeting by (a) inclusion in the school newsletter if time permits, and (b) posting at school. At the annual election meeting, additional nominations may be made from the floor.
- c. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for or elected to office.

Section 3. ELECTION.

- a. Elections of officers will be held no earlier than the meeting in April and no later than the last meeting of the organization prior to the end of the school year. If a quorum is not present at each of the meeting(s) at which elections of officers was noticed as an agenda item, or election of all of the officers has not been completed prior to the end of the school year, then elections to fill vacancies will be held at the first meeting of the organization after the commencement of the next school year (typically in August/September).
- b. If there is but one candidate for any office, the vote for that office may be held by voice vote. If more than one person is nominated for any one office, then election of an officer to that office shall be by either a written ballot or by a showing of hands as determined by the presiding officer. Officers are elected by a majority vote of the Members at the meeting in good standing if a quorum is present at the time of the vote.

Section 4. MEETINGS. The Board of Directors shall meet at least once a month during the school year, unless otherwise ordered by the Executive Board, at a date and time to be designated by the president and publicized to the Members of the organization (online forum acceptable). Once the meeting dates and times have been set for the current school year, no notice of such meetings need be given to the Board of Director members. Special meetings of the Board of Directors may be called by the president and/or must be called upon the written request to the president of two (2) Board of Director members. All Board of Director members must be notified of such special meetings by written notice personally delivered or mailed or delivered electronically to each Board of Director member at least seventy-two (72) hours prior to the time of the meeting five (5) members shall constitute a quorum for the transaction of business in any meeting of the Board of Directors.

Section 5. PLACE OF MEETING. Meetings of the Board of Directors shall be held at Solana Santa Fe School, or at any other place within the County of San Diego which has been designated in the Notice of Meeting.

Section 6. PARTICIPATION BY TELEPHONE OR ELECTRONIC COMMUNICATION. Members of the Board of Directors may participate in a meeting through use of telephone or electronic communications equipment (ex: teleconferencing). Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 7. TERM. Officers shall service for a term of one year or until their successors are elected.

Section 8. VACANCIES. A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the Executive Board. If an office remains unfilled after the election, it shall be considered a vacant office, to be filled by the Executive Board-elect.

Section 9. PRESIDENT-ELECT. The president-elect may call meetings as necessary of the officers-elect and the principal of the school, or a representative appointed by the principal, to

ratify the appointments of appointed officers and chairmen, and to make plans for the coming year's work.

ARTICLE VII DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The president shall preside at all meetings of the organization and of the Executive Board, and shall also have the duty:

- a. To coordinate the work of officers and committees of the organization;
- b. To be a member ex officio of all committees except the Nominating Committee;
- c. To appoint the chairmen and members of committees, subject to the ratification of the Executive Board;
- d. To perform such other duties as may be prescribed in these bylaws or assigned to him or her by the organization;
- e. To have all newsletters, flyers and/or notices approved by both the president and the principal, prior to distribution;
- f. To have all contracts and/or legally binding documents approved by the organization, prior to signing.

Section 2. **BOARD OF DIRECTOR (BOD).** The BOD shall have such powers and perform such duties as may be prescribed from time to time by the Executive Board.

Section 3. **SECRETARY.** The secretary shall keep a full and complete record of the proceedings of the Board of Directors and of the organization, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the organization, shall keep a current list of the Members of the organization provided by the membership chairman, shall conduct all necessary correspondence of the organization upon authorization of the president, Executive Board, or organization, and shall discharge such other duties as pertain to the office or as prescribed by the Executive Board.

Section 4. **TREASURER.** The treasurer shall receive and safely keep all funds of the organization and deposit the same in such bank or banks as may be designated by the Executive Board. Such funds shall be paid out only on the check of the organization signed by any two (2) of the following: the president, treasurer, and/or Parliamentarian. The treasurer shall keep such permanent books of account (via online) and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the organization, including the number of Members and the dues collected from the Members. The treasurer shall pay all bills as authorized by the Executive Board or the organization. The treasurer shall keep the organization informed of expenditures as they relate to the budget adopted by the organization, shall present a statement of account at every meeting of the organization and of the Board of Directors and at such other times as requested by the organization, and shall make an annual financial report to the organization which includes gross receipts and disbursements for the year. The treasurer shall

have such other powers and perform such other duties as may be prescribed from time to time by the Executive Board.

Section 5. PARLIAMENTARIAN. The parliamentarian shall call the first meeting of the nominating committee and give instructions in procedure. If not a member of this committee, the parliamentarian should be available for any questions. The parliamentarian shall see that the nominating committee report is given to the membership. The parliamentarian shall review and study the by-laws annually, assist the president in preparing for meetings when requested, advise presiding officer on questions of parliamentary procedure, and receive and review all by-laws changes.

Section 6. REMOVAL FROM OFFICE. Whenever an officer fails to attend three (3) meetings without adequate excuse, or is not fulfilling the responsibilities of the office as prescribed in these bylaws, or engages in conduct injurious to the organization or its purposes, the Executive Board may, by a two-thirds (2/3) affirmative vote, remove the officer and declare the office vacant.

Section 7. EXPIRATION OF TERM. Upon the expiration of the term of office or in case of resignation or removal, each officer shall turn over to the president, without delay, all records, books and other material pertaining to the office, and shall return to the treasurer, without delay, all funds belonging to the organization.

ARTICLE VIII COMMITTEES

Section 1. CREATION. There shall be such committees created by the Executive Board as may be required to carry on the work of the organization. The chairmen and members of the committees, all of whom shall be Members of this PTO, shall be appointed by the president subject to the ratification of the Executive Board. The chairmen shall present plans of work to the Executive Board for approval. No work shall be undertaken without the consent of the

Executive Board.

Section 2. TERM. Chairmen shall serve for a term of one year or until their successors are elected. Chairmen shall assume their duties on July 1.

Section 3. REMOVAL. When a chairman is not fulfilling his responsibilities as prescribed in these bylaws, or engages in conduct injurious to the organization or its purposes, the Executive Board may, by a two-thirds (2/3) affirmative vote, declare the chairmanship vacant.

Section 4. EXPIRATION OF TERM. Upon the expiration of the term of office or in case of resignation or removal, each chairman shall turn over to the president, without delay, all records,

books and other material pertaining to the office, and shall return to the treasurer, without delay, all funds belonging to the organization.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of sixty percent (60%) of all the members of the Executive Board at any Executive Board meeting; provided, however, that any substantive change in the Bylaws, or the repeal of these Bylaws and the adoption of new Bylaws, must be approved by the vote or written consent of two-thirds (2/3) of the Members of the organization.

ARTICLE X MISCELLANEOUS

The president, or any Board of Director and the Secretary, or such other officers as the Executive Board may select for that purpose, are authorized to vote, represent and exercise on behalf of this organization all rights incident to any and all voting securities of any other organization or organizations standing in the name of this organization. The authority herein granted to said officers to vote or represent on behalf of this organization any and all voting securities held by this organization in any other organization or organizations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

The fiscal year of the organization shall end June 30. Within thirty (30) days of receiving financial reconciliation from the school district, the treasurer shall have on file a financial statement showing receipts, expenditures and projects funded.

The members of the Executive Board may alter the manner in which the organization funds are used to benefit the students at Solana Santa Fe School, if, for example, such alteration is required by a deterioration of the school program or if governmental funding is reduced because of the availability of organization funding.

I Certify:

CERTIFICATE OF PRESIDENT

That I am the President of SOLANA SANTA FE PARENT TEACHER ORGANIZATION, a California Nonprofit Corporation; and

That the foregoing Bylaws, comprising ten (10) pages, constitute the Bylaws of such organization on the date hereof, having been approved by a majority of its Board Members in good standing at a regularly scheduled meeting, effective as of January 23, 2024.



Kate Afshar, Solana Santa Fe PTO President

01/23/24