

Bylaws of the OPEPO Parents Association

Article I - Address

The principal office and mailing address of the OPEPO Parents Association is at PO Box 961, Port Townsend, WA 98368. In these bylaws, the OPEPO Parents Association is referred to as “the Non-profit Corporation.”

Article II – Membership in the Non-profit Corporation

All parents or legal guardians of children enrolled in the Port Townsend Public School District’s OPEPO alternative multi-age program are automatically members of the Non-profit Corporation, and thereby Members of the “Parent Body” for such a time as their child remains enrolled in the program.

Article III – Steering Committee/Board of Directors

Number of Directors. The property, business, and affairs of the Non-profit Corporation are overseen by its Board of Directors, referred to in these bylaws as the “Steering Committee.” The Steering Committee is composed of no less than three and no more than twelve directors. The Steering Committee will meet monthly, normally one week before the monthly Parent Meeting.

Steering Committee membership is composed of the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Chairs of all Standing Committees
- Classroom Volunteer Coordinator (optional attendance, as needed to inform Steering Committee and/or seek necessary feedback or guidance)
- OPEPO Teachers attend steering meetings as non-voting staff advisors.

Standing Committees may be created or eliminated by a consensus vote of the Parent Body. Co-chaired Standing Committees, and the position of Volunteer Coordinator if shared by two or more members, may share representation of their single position on the Steering Committee.

Steering Committee Responsibilities. Steering Committee is responsible for setting monthly Parent Meeting agendas; and for assigning a Parent Meeting facilitator/leader for each month, based on availability and willingness.

Principal Officers. The officers of the Non-profit Corporation are a President, a Vice President, a Secretary and a Treasurer. These positions may be filled by one person or may be shared by two people.

President. The President will exercise general supervision over the business of the Non-profit Corporation, in accordance with these bylaws and any policies of the Non-profit Corporation adopted by the Steering Committee. Whenever a Standing Committee Chair is not clearly the appropriate liaison, the President serves as the primary liaison with the school and/or the district administration regarding issues related to the relationship between the OPEPO program and administration. The President coordinates the Steering meeting agendas and facilitates the Steering Meetings as needed. The President is a bank co-signer and also serves as the back-up Treasurer during the absence or disability of the Treasurer. The President will perform other duties as assigned by the Steering Committee.

- Whenever possible, either the President or the Vice President also sits on the Vision/Frameworks Committee or the Enrollment Committee; or these officers remain in close contact with Vision/Framework and Enrollment Committee Chairs regarding Vision/Frameworks and Enrollment issues.

Vice President. The Vice President performs all the duties and exercises all the powers of the President during the absence or disability of the President, or when the President's office is vacant, and will perform other duties as assigned by the Steering Committee. The Vice President also shares all the duties and exercises all the powers of the President whenever the President requests support.

- Whenever possible, either the President or the Vice President also sits on the Vision/Frameworks Committee or the Enrollment Committee; or these officers remain in close contact with Vision/Framework and Enrollment Committee Chairs regarding Vision/Frameworks and Enrollment issues.

Secretary. The Secretary will see to it that minutes are taken at all Parent Meetings and Steering Meetings, and that those minutes are distributed to the Parent Body or the Steering members, respectively. The Secretary will coordinate the tracking and maintenance of records of attendance at all Parent Meetings, Steering Meetings and Standing Committee Meetings. The Secretary will keep and maintain files of correspondence and documents executed on behalf of the Non-profit Corporation, including online and physical file storage of current and archived records related to the OPEPO program. The Secretary will perform other duties as assigned by the Steering Committee.

- Typically, the Secretary does not sit on an additional committee due to the additional tracking and attendance responsibilities related to all committees.

Treasurer. The Treasurer will have custody of all financial records as a bank co-signer and will be responsible for keeping and maintaining all books and accounts of the Non-profit Corporation; the Treasurer will render statements regarding financial matters in such form and as often as required by the Steering Committee. The Treasurer will perform other duties as assigned by the Steering Committee.

- Whenever possible, the Treasurer also sits on the Fundraising Committee; or remains in close contact with the Fundraising Chair regarding Fundraising issues.

Term of Office. The term of office of the four principal officers (President, Vice President, Secretary, Treasurer) is two years, beginning June 1. Board members shall serve staggered terms whenever possible, with half the total board being elected in a given year. Each principal officer, except as otherwise provided in these bylaws, will continue in office for their elected term until a successor is nominated and confirmed. If a principal officer resigns from office, the Steering Committee will nominate a replacement to fill that officer's unexpired term, subject to confirmation by the entire Parent Body.

Standing Committee Chairs. The term of office of committee chairs is one year, starting June 1. Standing Committee chairs are nominated by their respective committee members. If a committee chair or co-chair position becomes vacant, a successor will be nominated by members of that committee and confirmed by the Parent Body at the next Parent Meeting. Standing Committees may be co-chaired.

Election, Vacancies and Removal. Standing Committee chairs are nominated by their respective committee membership; principal officers are nominated from the floor of the Parent Meeting. Elections will be held each year at the May Parent Meeting, for the following school year. A director may be removed for good cause by the Parent Body adopting a resolution to that effect and nominating and confirming a replacement.

Conflict of Interest. By agreeing to serve as a principal officer or committee chair, members of the Steering Committee agree to disclose any potential conflicts of interest. They agree to excuse themselves from any debates, discussions, or agreements which could result in a transaction or arrangement which may unreasonably affect the private interest of that member or that member's family, business, or investment.

Powers of the Steering Committee. The Steering Committee is charged with managing the day-to-day operations of the Non-profit Corporation. Matters which *do not* significantly commit time, money or resources of the parent membership as a whole may be decided by the Steering Committee. The Steering Committee may, at its discretion, refer items to the Parent Body for discussion, decision-making or information.

Powers of the Parent Body. Members of the Parent Body will be called upon to make major decisions, both financial and operational, at Parent Meetings. Parent Meetings will be held monthly from September to June. The method of decision making is consensus, with the consensus process as outlined in the current OPEPO Handbook. If the Parent Body cannot reach consensus on a decision requiring action of the Parent Body, the matter will be referred back to the Steering Committee for further discussion and direction, until such time that the matter is referred back to the Parent Body for a vote.

Quorum and Adjournment. A quorum of the Steering Committee is required for the transaction of business during a Steering Committee meeting and a simple majority of the directors constitutes a quorum. During a Steering Committee meeting, consensus is the method

of decision-making. If the Steering Committee is unable to reach consensus, then the issue is forwarded to the Parent Body for further discussion and vote.

The Steering Committee may transact business and be polled by telephone or email. Telephone participation in a meeting may be used to achieve a quorum and reach consensus. In the absence of a quorum, a majority of the directors present may adjourn any Steering Committee meeting and reschedule when a quorum can be achieved.

A Standing Committee Chair may send a proxy from within their committee to a Steering Committee meeting if they are unable to attend. The proxy may vote on behalf of the Standing Committee Chair in order to achieve a quorum.

A quorum of 10 members is required to conduct business at a Parent Meeting. Telephone, proxy, and other methods of absentee participation will not be counted towards quorum at Parent Meetings; proxy and absentee voting may not be used.

See Appendix #1 flowchart for clarity on this decision making process.

Article IV – Indemnification of Directors and Officers

Each director or officer now or hereafter serving the Non-profit Corporation, and such person's heirs and personal representatives, are indemnified by the Non-profit Corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a director or officer; the foregoing indemnification does not extend to matters as to which an officer or director is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties. An indemnification under this article may not be deemed exclusive of any other rights under any bylaw, agreement, act of the Steering Committee or otherwise.

Article V – Members

The Non-profit Corporation may not issue any shares of stock. Membership in the Non-profit Corporation shall be as listed under Article II of these bylaws.

Article VI – General Provisions

Execution of Instruments. Except as otherwise provided by these bylaws or by applicable law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts and all other documents and instruments will be signed, executed and delivered by the Treasurer. In the Treasurer's absence or incapacity, documents or instruments may also be signed by the President.

Funds may not be expended unless authorized under the guidelines stated in Article III.

Approval of an annual budget by the Parent Body constitutes authority for the itemized expenditures. Under no circumstances may any officer execute any instrument conveying an interest in real property unless acting in accordance with a resolution expressing the consensus of the Steering Committee and Membership, as provided in these bylaws, and any instrument of conveyance executed in the absence thereof is null and void.

The Non-profit Corporation's fiscal year shall be July 1 through June 30.

Books and Papers. The books and papers of the Non-profit Corporation will be available for inspection by any Member of the Non-profit Corporation at any time during normal business hours. Records for the Non-profit Corporation are normally stored online on the OPEPO Google Drive and, in some cases in the "Parent Filing Cabinet" in the classroom; this location may change as directed by the Steering Committee.

Distribution of Assets. In the event that the Non-profit Corporation dissolves, all assets will be donated to the Port Townsend Education Foundation, a local 501(c)3 organization focused on education.

Non-Budgeted Expenditures

If not already approved in the annual budget, on matters regarding monetary expenditures, the following guidelines shall be in effect:

Expenses less than \$50	Payable at Treasurer's discretion
Expenses \$51-\$150	Payable on agreement of Steering Committee
Expenses over \$150	Payable on agreement of Parent Body

Financial Reserves and Appropriation of Reserves

The Non-profit Corporation aims to maintain a surplus of cash ("Financial Reserves") in excess of 6 months of the annual operating budget (based on the current year's budget). These Financial Reserves will be held in an interest-bearing account, separate from those funds used for the annual operating budget. A maximum cap on Financial Reserves is governed by The Washington Nonprofit Corporation Act, RCW 24.03. The Parent Body may authorize an expenditure from the Financial Reserves, in full or in part, as long as all the following criteria are met:

- The expenditure is a one-time, non-recurring purchase or gift;
- The expenditure must serve the Non-profit Organization's mission. A philanthropic gifting of the expenditure is a viable option;
- A full and transparent accounting of the expenditure must be presented to the Parent Body in writing with adequate time for consideration prior to a vote;
- The Parent Body must approve of the expenditure by consensus vote at a Parent Meeting.

If the Parent Body chooses to spend down below a 6-month reserve, they will endeavor to rebuild Financial Reserves to a 6-month minimum before making any additional one-time expenditures beyond the annual budget.

Article VII – Amendment

These bylaws may be altered, amended or repealed using the decision-making process outlined in the Quorum and Adjournment section of these bylaws.

Certification

We, the undersigned, as members of the 2020-2021 Steering Committee, do hereby certify that these bylaws were duly adopted and we do hereby agree that the Non-profit Corporation will be bound by these bylaws as they now exist or as they may be amended from time to time in accordance with the bylaws then in effect.

Heather Dudley-Nollette	President
Robin Mills	Vice President
Christa Ayer	Secretary
Nicole Fox	Treasurer
Chiarra Klontz and Jen Freeman	Enrollment Committee Chairs
Krystal Kennedy	Enrichment Committee Chairs
Danielle Nanette and Amy Tichleaar	Fundraising Committee Co-Chairs
Debra Swanson	Vision and Frameworks Committee Chair
<i>Vacant</i>	<i>Classroom Volunteer Coordinator</i>