

BYLAWS
of the
HILLVIEW MIDDLE SCHOOL
PARENT TEACHER ORGANIZATION

I. NAME.

The name of the organization shall be the Hillview Middle School Parent Teacher Organization (“Hillview PTO”).

II. PURPOSE.

A. The purpose of the organization shall be to promote and support the education and welfare of the students at Hillview Middle School and to facilitate communication and encourage cooperation among parents, teachers, administrators, the Menlo Park City School District Board of Education (the “School Board”) and the community.

B. The organization is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereafter the “Internal Revenue Code”).

III. POLICIES.

A. The organization shall be non-commercial, non-sectarian, and nonpartisan.

B. Neither the name of the organization nor the names of any members in their official capacities shall be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the organization.

C. The organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, candidates for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

D. The organization shall work with the Menlo Park City School District (the “School District”) to support the education and welfare of all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the School Board.

E. The organization shall collaborate with the Menlo Park Atherton Education Foundation (the "MPAEF") to further the initiatives of the School District, including supporting the MPAEF's efforts to raise funds for the School District, and will use its best efforts to plan the organization's fundraising and communication activities so that they do not conflict with district fundraising and communication activities conducted by MPAEF.

F. The organization may cooperate with other organizations and agencies in the fulfillment of its purpose, but persons representing the organization in such matters shall make no commitments that bind the organization.

G. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

H. Notwithstanding any other provision of these bylaws (the "Bylaws"), the organization shall not engage in any activities prohibited (i) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

I. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

IV. MEMBERSHIP.

A. Regular Membership. All parents and/or legal guardians of students who currently attend Hillview Middle School and all current faculty and staff of Hillview Middle School shall be eligible for membership in the organization (hereinafter referred to as "Regular Members"). Regular Members shall have the right to attend and participate in all meetings and activities of the organization, but shall not have the right to vote or to hold office.

B. Voting Membership. All Regular Members who are current in the payment of annual dues, as established pursuant to Section XII herein, shall be designated as "Voting Members." Voting Members shall have the right to vote on all issues before the membership, to elect officers, and to hold office.

C. Honorary Membership. All parents and/or legal guardians of former students and former faculty or staff of Hillview Middle School shall have the right to participate in

the organization as "Honorary Members." Honorary membership may also be extended to other persons by a vote of the membership. Honorary Members shall have the same rights as Regular Members.

V. MEETINGS.

A. Regular Meetings. At least two general membership meetings of the organization ("General Membership Meetings") shall be held during each school year. The time and place of the meetings shall be announced at least fourteen (14) calendar days prior to the meeting.

B. Special Meetings. Additional special meetings of the organization may be called, either by vote of the Executive Board (as defined below in Section VI.A) or by petition of a minimum of twelve (12) Voting Members. The time and place of such special meetings shall be announced at least seven (7) calendar days prior to the meeting.

C. Quorum. Those persons present at a properly called General Membership Meeting or special meeting of the membership shall be designated as a quorum and shall be entitled to take action on behalf of the organization.

D. Voting. A majority vote of the Voting Members present at any meeting shall be required for all action to be taken by the organization.

VI. OFFICERS.

A. Positions. The officers of the organization shall consist of two (2) Presidents, two (2) Vice-Presidents, Recording Secretary, Treasurer, Vice-Treasurer, Financial Secretary, Auditor, Volunteer Coordinator, After School Programs Coordinator, After Schools Sports Coordinator, and Parliamentarian (collectively referred to as the "Executive Board"). Where two persons are elected to fill the same position, both of the persons shall be given all of the rights and responsibilities of the office as enumerated herein. Where one person is elected to fill more than one position, that person shall be given all of the rights and responsibilities of all offices held as enumerated herein, except that they shall have the right to only one vote in all matters before the Board. The officers shall be elected annually, with the exception of the Parliamentarian, who shall be appointed by the Presidents subject to the approval of the Executive Board, and the Presidents and Treasurer which positions shall be automatically filled by the duly elected Vice-Presidents and Vice-Treasurer from the preceding year. The Presidents, Treasurer, Financial Secretary and Auditor during any year shall not be related by blood or marriage or reside in the same household.

B. Presidents. The Presidents shall be the principal executive officers of the organization and, subject to the control of the Executive Board and the direction of the

membership, shall in general supervise and control all of the activities of the organization. The Presidents shall be members of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The Presidents shall represent the organization as members of the Menlo Park City School District District Council (the "District Council"). The Presidents shall select and appoint the Parliamentarian and the chairpersons and members of all standing and special Committees, and shall be ex-officio members of all committees of the organization. The Presidents shall perform such other duties as may be prescribed in these Bylaws or assigned by the organization.

C. Vice-Presidents. The Vice-Presidents shall be members of the Executive Board and, in the absence of the Presidents, shall perform the duties of the Presidents. The Vice-Presidents shall represent the organization as members of the District Council. They will be in close contact with the PTO committees and will work with the Volunteer Coordinator to give timely updates of committee work and/or invite members of the committee to PTO Executive Board Meetings to give reports. The Vice-Presidents shall perform such other duties as are assigned by the Presidents or the Executive Board. The Vice-Presidents, after having served for one year, shall automatically become the Presidents of the organization.

D. Recording Secretary. The Recording Secretary shall be a member of the Executive Board. The Recording Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall keep current copies of all organizational documents and records, shall conduct all necessary correspondence of the organization upon authorization of the Presidents, Executive Board or organization, shall see that all notices are duly given in accordance with these Bylaws and, in general, except as otherwise provided in these Bylaws, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Presidents or the Executive Board.

E. Treasurer and Vice-Treasurer. The Treasurer and Vice-Treasurer shall be members of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization. The Treasurer shall prepare all authorizations for payment as authorized by the Executive Board and forward such to the Presidents for signature as authorized in these Bylaws. The Treasurer shall keep an accurate record of all receipts and authorizations for payment and for filing with the financial records of the organization. The Treasurer shall make disbursements as authorized by the Presidents, Executive Board, or membership in accordance with the budget adopted by the membership. The Treasurer shall receive from the Financial Secretary bank deposit receipts, receipts of online account transactions, and related paperwork. The Treasurer shall chair the budget committee and prepare the budget for adoption by the membership. The Treasurer shall present a written financial report at each General Membership Meeting of the membership and at other times as requested by the Executive Board and shall make an annual report of expenditures to the membership. The Treasurer shall be responsible for ensuring that the organization has

obtained appropriate insurance coverage as determined by the Executive Board. The Treasurer shall be responsible for compiling and submitting tax information to a professional tax preparer and any other forms required by government agencies. The Treasurer and Vice-Treasurer will work as a team to oversee the finances of the Hillview PTO. The Vice-Treasurer will become the Treasurer the following year.

F. Financial Secretary. The Financial Secretary shall be a member of the Executive Board, shall issue receipts as requested for all monies received for the organization, shall remit such funds at once to the Treasurer, or shall deposit such funds at once in such banks or other organizations as are selected by the Executive Board and provide a copy of the deposit information to the Treasurer. The Financial Secretary will also be responsible for handling documentation pertaining to matching gift funds. The Financial Secretary may also be responsible for transferring and recording funds from electronic payment processing institutions to the primary bank account and shall perform such other duties as may be assigned by the Presidents or the Executive Board.

G. Auditor. The Auditor shall be a member of the Executive Board, shall audit the books and records of the organization as of February and as of August during their term of office, shall prepare and present to the Executive Board reports of such audits, and shall audit the books and records upon resignation of the Treasurer or Financial Secretary or at any other time deemed advisable by the Executive Board.

H. Communications Chair. The Communications Chair shall be a member of the Executive Board. The Communications Chair shall oversee written and electronic PTO communications to members and staff to ensure the consistency and timeliness of messages. This will include overseeing the editorial process of the weekly school newsletter, and school communications on an as-needed basis, assisting with PTO membership drive communications and ensuring that the PTO website and PTO calendar are kept up-to-date.

I. Volunteer Coordinator. The Volunteer Coordinator shall be a member of the Executive Board, be responsible for oversight, communication, and direction of volunteers in regard to school and PTO activities and initiatives, communicate ongoing short and long-term volunteer opportunities via newsletter and/or announcements, create and maintain database of interested volunteers, and act as liaison between parent volunteers and committee chairs/school administrators.

J. After School Programs Coordinator. The After School Programs Coordinator (the "Programs Coordinator") shall be a member of the Executive Board, shall administer After School Programs, such as after school classes, along with a volunteer team. The Programs Coordinator will get approval for vendor requests to run new programs from PTO Presidents, the PTO Executive Board and/or Principal. The Programs Coordinator will make sure vendors procure all paperwork with the School

District and the PTO, and will also work with the Vice-Principal to assign a location for each activity. The Programs Coordinator will guide vendors on how to publicize/promote their activities on campus, in the newsletter and on the Hillview Middle School website, and prepare monthly reports when necessary to be presented at the PTO Executive Board meetings.

K. After School Sports Coordinator. The After School Sports Coordinator (the “Sports Coordinator”) shall be a member of the Executive Board, shall administer After School Sports along with a volunteer team. The Sports Coordinator will get approval for vendor requests to run new programs from PTO Presidents, the PTO Executive Board and/or Principal. The Sports Coordinator will work with the Hillview Athletic Director to publish tryout dates and information about each sport in the newsletter and on the Hillview Middle School website, and prepare monthly reports when necessary to be presented at the PTO Executive Board meetings.

L. Parliamentarian. The Parliamentarian shall be a member of the Executive Board, attend all meetings of the Executive Board and the membership and give necessary advice in parliamentary procedure when requested, call the first meeting of the Nominating Committee, appoint the chair of the Nominating Committee, be available to the Nominating Committee in an advisory capacity, conduct the election of the officers, and chair the Bylaws committee and review the Bylaws annually.

VII. ELECTIONS.

A. Procedure. The election of officers shall take place during the last General Membership Meeting each year. All Voting Members of the organization may participate in the election. The Nominating Committee shall present a slate of officers for election at least fourteen (14) calendar days prior to the last General Membership Meeting each year, and the Nominating Committee will call for further nominations from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be by written ballot.

B. Term of Office. The term of each office shall be one year, beginning on August 1st and ending on July 31st of each year. With the exception of the offices of Presidents and Vice-Presidents, Treasurer and Vice-Treasurer, a person may be elected to the same or other office for more than one term. There shall be no election for the office of Presidents, as the Vice-Presidents shall automatically assume the position of Presidents at the completion of their Vice-Presidential terms. There shall be no election for the office of Treasurer, as the Vice-Treasurer shall automatically assume the position of Treasurer at the completion of their Vice-Treasurer term. Prior to the start of their terms as Presidents, the Vice-Presidents may call meetings as necessary of the officers-elect and the Principal of the school, or a representative appointed by the

Principal, to discuss the appointments of committee chairpersons and to make plans for their Presidential terms of office.

C. Nominating Committee. The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers. The Nominating Committee shall prepare a slate of officers to present for election by the membership. The Nominating Committee shall contact all persons who will be nominated to confirm their willingness to serve. The Nominating Committee shall insure that all nominees are eligible to serve in the office. Every effort shall be made each year to ensure that one Vice-President shall reside in the Encinal School/Laurel School boundary area and that the other Vice-President shall reside in the Oak Knoll School boundary area.

D. Selection. A majority of the votes cast by the Voting Members shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.

E. Vacancies. Any vacancy in office because of death, resignation or inability to serve shall be filled by the Executive Board for the unexpired portion of the term. However, should a vacancy occur in the office of the President, a Vice-President shall immediately assume the office. Should the Vice-Presidents be unable to agree on which of them should assume a vacancy in the office of the President, an election between them for such ascension shall be conducted at a meeting of the membership. Should a vacancy occur in the office of Vice-President for any reason, the vacancy shall be filled by election at the next regular meeting of the membership, consistent with the procedures established herein.

VIII. EXECUTIVE BOARD.

A. General Powers. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing Committees and Special Committees (both defined herein), approve the plans and work of Standing and Special Committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

B. Membership. The membership of the Executive Board shall consist of the officers of the organization, a representative elected by the faculty of the school, and the Principal of the school, or a representative of the Principal. The chairpersons of all standing committees shall serve as ex-officio members and shall be entitled to vote; chairpersons of the Nominating Committee (as described below) or special committees shall not serve as ex-officio members and shall not be entitled to vote.

C. Meetings. Regular meetings of the Executive Board shall be held during the year, the dates and times to be established by the first meeting of the year. Special Meetings may be called by a President or by a majority of the Executive Board. Adequate notice of all meetings shall be given to all members of the Executive Board and, in the absence of an emergency, at least fourteen (14) calendar days in advance. When possible, notice of the meetings should be announced to all Regular Members of the organization. Any Regular, Voting, or Honorary Member may attend a meeting of the Executive Board, but shall not be entitled to vote on matters before the body.

D. Quorum. A majority of the regular, non ex-officio, members of the Executive Board shall constitute a quorum for the transaction of business.

E. Voting. The act of the majority of the regular and ex-officio members of the Executive Board present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Board.

F. Action Without Meeting. Any action required or permitted by the Executive Board may be taken without a meeting, if all regular members of the Board individually or collectively consent in writing, including by email, to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Executive Board. Action by written consent shall have the same force and effect as a unanimous vote of the Executive Board at a duly authorized meeting.

G. Removal. When an officer fails to attend three consecutive meetings, or four meetings total during the course of a year, without adequate excuse, or when an officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws or the Standing Rules of the Hillview Middle School PTO ("Standing Rules"), or engages in conduct which the Executive Board determines to be injurious to the organization or its purposes, the Executive Board may, by a two-thirds (2/3) affirmative vote, take action as it determines appropriate, which may include: (1) asking for the resignation of the officer; and/or (2) making a formal recommendation that the officer be removed from office.

H. Resignation. Each officer shall have the right to resign at any time upon written notice thereof to the Presidents, the Vice-Presidents, or the Recording Secretary. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt thereof, and the acceptance of such resignation shall not be necessary to be deemed effective.

IX. NOMINATING, STANDING AND SPECIAL COMMITTEES

A. Nominating Committee. The Nominating Committee shall be composed of five (5) persons and one (1) alternate, all recruited by the Parliamentarian with suggestions

from the Executive Board. The selection for the Nominating Committee shall be subject to ratification by majority vote of the Executive Board at any regular or special meeting of the Board. In addition, the Principal of the school, or a faculty member appointed by the Principal, shall serve in an advisory capacity. Every effort shall be made each year to ensure that the Nominating Committee shall have at least two members who reside in the Encinal School/Laurel School boundary area and at least two members who reside in the Oak Knoll School boundary area. The committee shall carry out its responsibilities as specified in Section VII.

B. Standing Committees. The Executive Board may establish Standing Committees as it deems necessary and advisable. The Presidents shall appoint the chairpersons of all Standing Committees, who shall serve as ex-officio members of the Executive Board. The appointment of the chairpersons of Standing Committees shall be subject to ratification by majority vote of the Executive Board at any regular or special meeting of the Board. Only Voting Members may serve as chairpersons. The chairperson of each committee shall assist in recruiting the members for his or her committee. Any Regular or Honorary Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

C. Special Committees. The Presidents and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or on the last day of instruction, whichever occurs first. The Presidents shall appoint the chairpersons of all Special Committees. The appointment of the chairpersons of Special Committees shall be subject to ratification by majority vote of the Executive Board at any regular or special meeting of the Board. Only Voting Members may serve as chairpersons. Any Regular or Honorary Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

X. MENLO PARK CITY SCHOOL DISTRICT DISTRICT COUNCIL

The Presidents, Vice-Presidents and Principal of the school shall represent the organization in meetings of the District Council.

XI. FINANCES

A. Fiscal Year. The fiscal year of the organization shall begin on August 1st and end on July 31st of each year.

B. Budget. The Executive Board shall present to the membership at the first Regular Meeting of the year a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Executive Board during the year.

Any substantial deviation from the budget must be approved in advance by the membership.

C. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization. The officers shall not have the authority, however, to enter into such agreements on behalf of Hillview Middle School or the School District, nor should they hold themselves out as having such authority.

D. Loans. No loans shall be made by the organization to its officers or members.

E. Commercial Paper. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed or authorized by at least two of the following officers of the organization: the Treasurer, the Vice-Treasurer, a President or a Vice-President, or by any other person as authorized in writing by the Executive Board; provided that the such payments comply with the approval requirements set forth in the Standing Rules.

F. Deposits and Disbursements. The Financial Secretary shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select. All deposits shall be made, and deposit information along with supporting details reported to the Treasurer within a maximum of thirty (30) calendar days from the receipt of the funds. The Treasurer shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All disbursements shall be made within a maximum of thirty (30) calendar days from orders of payment.

G. Financial Report. The Treasurer shall present a financial report at each General Membership Meeting of the organization and shall prepare a final report at the close of the year. The Executive Board shall have the report and the accounts examined in February and August of each year, and upon resignation of the Treasurer or Financial Secretary or at any other time deemed advisable by the Executive Board, by the Auditor, who, if satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

H. Bank Account Authorized Signatures. In addition to the Presidents, the Treasurer and Vice-Treasurer shall have signature authority on the organization bank accounts and electronic payment processing institutions. The parties with signature authority may not be related by blood or marriage. The Treasurer followed by either of the Presidents, in the absence of the Treasurer, is responsible for transitioning new signers to the bank accounts. The following line of succession defines who may become or act on behalf of the organization for the purpose of the bank accounts, upon the incapacity, death, resignation or removal from office of the sitting Presidents or Treasurer. The Vice-Presidents shall take the place of either of the Presidents and the

Vice-Treasurer shall take the place of the Treasurer. A letter on official organization letterhead, signed by the Recording Secretary shall be presented to the bank upon the incapacity, death, resignation, or removal from office of the sitting Presidents or Treasurer.

XII. MEMBERSHIP DUES.

A. Amount. The organization shall authorize and collect membership dues to be used for the operation of the organization. Any change in the amount of the dues shall be approved by a vote of the Voting Members acting in the manner prescribed in Section IV.

B. Financial Hardship. No Regular Member shall be denied the right to participate in the activities of the organization or to become a Voting Member due to financial hardship. The Executive Board shall establish a procedure for alternative payments or waivers to ensure compliance with this policy.

XIII. AMENDMENTS.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Voting Members at any Regular or Special Meeting.

XIV. STANDING RULES.

Standing Rules for operation of the organization that are not in conflict with these Bylaws may be approved by the Executive Board, and the Recording Secretary shall keep a record of the Standing Rules for reference.

XV. DISSOLUTION.

The organization may be dissolved with previous notice of at least fourteen (14) calendar days and a two-thirds (2/3) vote of those present at any Regular or Special Meeting. Upon the dissolution of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

XVI. PARLIAMENTARY AUTHORITY.

“Robert’s Rules of Order” shall govern meetings to the extent that they are not in conflict with the provisions of these Bylaws.

XVII. AUTHORITY.

If any part of these Bylaws shall conflict with the decisions, policies or procedures adopted by the School Board, they shall be deemed null and void and the decision of the School Board shall, in all cases, control.

These Bylaws were adopted by the organization with a majority vote effective as of 10/23/2018 and shall take effect immediately.

/s/ Julia Molise
Hillview Middle School
Parent Teacher Organization
Recording Secretary