

**PHOEBE A. HEARST PTO
AMENDED & RESTATED BYLAWS
A California Nonprofit Public Benefit Corporation**

Table of Contents

1. NAME
 - 1.1 Name
2. PURPOSE
 - 2.1 Purpose
3. MEMBERS
 - 3.1 Membership
 - 3.2 PTO Membership
 - 3.3 General Meetings
 - 3.4 Meetings by Conference Telephone
 - 3.5 Member Conduct
 - 3.6 Non-Discrimination
4. BOARD MEMBERS
 - 4.1 General Corporate Powers
 - 4.2 Authorized Number of Board Members
 - 4.3 Compensation and Reimbursement of Board Members
 - 4.4 Restriction on Interested Persons as Board Members
 - 4.5 Appointment, Term, and Qualification
 - 4.6 Vacancies on the Board
 - 4.7 Removal of Board Members
 - 4.8 Resignations of Board Members
 - 4.9 Filling Vacancies
 - 4.10 No Vacancy on Reduction of Number of Board Members
 - 4.11 Meetings of the Board
 - 4.12 Special Meetings
 - 4.13 Notice
 - 4.14 Quorum
 - 4.15 Adjournment
 - 4.16 Action Without a Meeting
 - 4.17 Meetings by Conference Telephone
 - 4.18 Standard of Care - General
 - 4.19 Standard of Care -- Investments
 - 4.20 Self-Dealing Transactions
 - 4.21 Inspection
5. COMMITTEES
 - 5.1 Nominations and Election
 - 5.2 Committees
 - 5.3 Committee Authority
 - 5.4 Committee Meetings
6. EXECUTIVE BOARD
 - 6.1 Executive Board of the Organization

- 6.2 Eligibility
- 6.3 Terms of Office
- 6.4 Removal of Executive Board Members
- 6.5 Vacancies in Office
- 6.6 President
- 6.7 Vice President
- 6.8 Secretary
- 6.9 Treasurer
- 6.10 Duties
- 6.11 Meetings
- 6.12 Meetings by Conference Telephone
- 6.13 Quorum
- 7. ELECTIONS OF BOARD MEMBERS
 - 7.1 Nomination and Elections Committee
 - 7.2 Outreach
 - 7.3 Elections
- 8. FINANCE
 - 8.1 Annual Budget
 - 8.2 Records
 - 8.3 Expenses
 - 8.4 Dissolution
 - 8.5 Fiscal Year
- 9. MISCELLANEOUS
 - 9.1 Indemnification
 - 9.2 Insurance
 - 9.3 Annual Statement of Certain Transactions
- 10. BYLAWS
 - 10.1 Adoption, Amendment, and Repeal
 - 10.2 Revision History of Bylaws
 - 10.3 Certification and Inspection
 - 10.4 Amendment of Bylaws
 - 10.5 Certificate of Secretary

APPENDIX A: Equitable and Transparent PTO Board Election Procedure

APPENDIX B: Phoebe Hearst PTO Organizational Chart

APPENDIX C: PTO Board Member Responsibilities

**PHOEBE A. HEARST PTO
AMENDED & RESTATED BYLAWS
A California Nonprofit Public Benefit Corporation**

ARTICLE 1.
NAME

a. Section 1.1 Name.

The name of this corporation is Phoebe A. Hearst Elementary PTO (the "Organization"). The principal office for the Corporation is 1410 60th Street, Sacramento, California. 95819.

ARTICLE 2.
PURPOSE

Section 2.1 Purpose.

The purpose of the Corporation is to enhance and support the educational experience at Phoebe A. Hearst Elementary School (the "School"), to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Phoebe A. Hearst Elementary School through volunteer and financial support.

ARTICLE 3.
MEMBERS

b. Section 3.1 Membership.

(i) Any parent, guardian, or other adult standing in loco parentis for a student at the school and (ii) the principal, staff, and any teacher employed at the school may be a member and shall have the voting rights set forth in Section 8.3 of these Bylaws or by the Executive Board. The organization may conduct an annual enrollment of members but may admit persons to membership at any time.

c. Section 3.2 PTO Membership.

d. The PTO Board shall create an equitable, accessible and simple action that Phoebe Hearst parents, guardians, or other adults standing in loco parentis for a student at the school can take to join the PTO.

e. Section 3.3 General Meetings.

f. General meetings of the Membership shall take place during the academic year at a time and place determined by the Executive Board (the “General Meetings”). Notice of the General Meetings shall be posted at the school, on the PTO website, and through all applicable social media and PTO communications at least 5 business days before the General Meeting.

g. Section 3.4 Meetings by Conference Telephone.

The Membership may participate in the General Meetings through use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear each other.

Section 3.5 Member Conduct.

All Members engaged in PTO-related activities shall abide by the standards of Member conduct, both in-person and online, as follows:

(a) All Members shall respect common-sense rules for public behavior, personal interaction, common courtesy, and respect for private property. Harassing or offensive behavior will not be tolerated.

Section 3.6 Non-Discrimination.

The PTO shall not discriminate against applicants or members based on race, color, religion, creed, sex, sexual orientation, gender identity, national origin, ancestry, age, veteran status, disability, genetic information, military service, residency, housing status, or other protected status.

ARTICLE 4.
BOARD MEMBERS

h. Section 4.1 General Corporate Powers.

i. The Organization's activities and affairs shall be managed by, and all corporate powers shall be exercised under the direction of, the Board. The Board shall also have the power to appoint and remove, at the pleasure of the Board, all the Organization's officers and agents and prescribe powers and duties for them that are consistent with applicable law, the Organization's articles of incorporation, and these Bylaws.

i. Section 4.2 Authorized Number of Board Members.

The Board Members shall at no time be fewer than eight (8) or no more than nineteen (19) Board Members.

j. Section 4.3 Compensation and Reimbursement of Board Members.

The Board Members shall serve without compensation, although they may be reimbursed for their expenditures on behalf of the Organization.

k. Section 4.4 Restriction on Interested Persons as Board Members.

No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons subject to the approval of the Executive Board. An interested person is (a) any person compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, and/or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of this Section shall not affect the enforceability of any transaction entered into by the Organization.

l. Section 4.5 Appointment, Term of Office, and Qualification of Board Members.

- a. Each Board Member shall qualify as a member of the PTO.
- b. The term of office for each Board Member shall be one (1) year. Nothing herein precludes any Board Member from serving multiple terms, as appointed by the Board.
- c. PTO Board Members, aside from the Principal and teacher representatives, will be elected at an annual election. Refer to Appendix A for Election Procedures, and Appendix C for PTO Board Member Responsibilities.
- d. At least three (3) Board Members shall consist of representatives from the School staff. One shall be the Principal of the School and up to two shall be teacher representatives.
- e. The Board will make best efforts to seek and nominate additional Board Members with backgrounds in fields that would enhance the expertise of the Board (e.g., education, communications, nonprofit management, development/fundraising, finance, real estate, business, event planning, law, etc.) and contribute to meeting the current needs of the Organization.

m. Section 4.6 Vacancies on the Board.

A vacancy shall be deemed to exist if a Board Member resigns or is removed,

n. Section 4.7 Removal of Board Members.

The Board Members of the Organization may remove any Board Member from the Board with a 2/3 majority vote of all Board members for failure to fulfill responsibilities. (Refer to Appendix C PTO Board Member Responsibilities).

o. Section 4.8 Resignations of Board Members.

Except as provided below, any Board Member may resign by giving written notice to the president or secretary of the Organization. The resignation shall be effective when the notice is given or at any later time specified in the notice. Except on notice to the Attorney General of California, no Board Member may resign if the Organization is left without a duly appointed Board Member.

p. Section 4.9 Filling Vacancies.

The Executive Board, with the approval of the Board, shall nominate and ratify persons to fill vacancies on the Board. The vacancy of the office of the President shall be filled by the Vice-President.

q. Section 4.10 No Vacancy on Reduction of Number of Board Members.

No reduction of the authorized number of Board Members shall have the effect of removing any Board Member before that Board Member's term expires.

r. Section 4.11 Meetings of the Board.

The Board shall meet regularly at intervals it deems necessary to conduct the business of the board.

Section 4.12 Special Meetings.

Special Board Meetings may be called by the President, any two members of the Executive Board, or three (3) Board Members submitting a written notice to the Secretary and President.

s. Section 4.13 Notice.

Notice of regular and special Board Meetings shall be given in writing to the Board Members and School staff not less than two business days prior to the meeting if the notice is delivered personally, by text, e-mail, or another reasonable means of communication as determined in advance by the Executive Board. The notice must state the date and time of the meeting and the place of the meeting and contain the draft agenda.

t. Section 4.14 Quorum.

A majority of the Board Members currently on the Board shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a quorum has been present shall be the act of the Board.

u. Section 4.15 Adjournment.

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment to another time and place shall be given to the Board Members who were not present at the time of the adjournment.

v. Section 4.16 Action Without a Meeting.

Any action that the Board is required or permitted to take may be taken without a Board Meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same effect as any action approved at a meeting by the unanimous vote of the Board Members. For the purpose of this section, "all members of the Board" shall not include any "interested Board Member" as defined by Section 5233 of the California Organizations Code. All such consents shall be filed with the minutes of the proceedings of the Board.

w. Section 4.17 Meetings by Conference Telephone.

Upon advance written request, Board Members may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear each other. Participation by Board Members in a meeting in the manner provided in this Section constitutes presence in person at the meeting.

x. Section 4.18 Standard of Care - General.

A Board Member shall perform the duties of a Board Member, including duties as a member of any committee of the Board on which the Board Member may serve, in good faith, in a manner such Board Member believes to be in the best interest of the Organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Board Member, a Board Member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Organization whom the Board Member believes to be reliable and competent in the matters presented;

- b. Counsel, independent accountants, or other persons as to matters which the Board Member believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Board Member does not serve, as to matters within its designated authority, which committee the Board Member believes to merit confidence, so long as, in any such case, the Board Member acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing Board Member, as defined in Section 5233 of the California Corporations Code, a person who performs the duties of a Board Member in accordance with the above shall have no liability based upon any alleged failure to discharge that person's obligations as a Board Member, including (without limiting the generality of the foregoing) any actions or omissions that exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, may be dedicated.

y. Section 4.19 Standard of Care -- Investments.

Except with respect to assets held for use or used directly in carrying out the Organization's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the Organization's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Organization's capital. The provisions of Section 4.18 shall apply to Section 4.19.

The Board shall also comply with all additional standards, if any, imposed by the Organization's articles of incorporation, these Bylaws, or the express terms of any instrument or agreement pursuant to which the assets were obtained by the Organization.

z. Section 4.20 Self-Dealing Transactions.

A self-dealing transaction is one (a) to which the Organization is a party and (b) in which one or more of the Board Members has a material financial interest, either directly or because the transaction is between the Organization and any entity in which one or more of the Organization's Board Members has a material financial interest. The Board shall not approve a self-dealing transaction unless

- a. the Organization is entering into the transaction for its own benefit;
- b. the transaction is fair and reasonable as to the Organization at the time the Organization entered into the transaction;
- c. the Board's approval occurs prior to consummating the transaction or any part thereof, unless (i) the Board's approval was not reasonably practicable

to obtain prior to consummating the transaction, (ii) a committee or person authorized by the Board approves the transaction prior to its consummation, and (iii) the Board ratifies the transaction at its next meeting after determining that (i) and (ii) have been satisfied;

- d. the Board's approval is made in good faith;
- e. the Board's approval is made by a vote of a majority of the Board Members then in office without counting the vote of the interested Board Member or Board Members; this was was not to say there there is is not any any
- f. the Board's approval is made with knowledge of (i) the material facts concerning the transaction and (ii) the interested Board Member's or Board Members' interest in the transaction; and
- g. after reasonable investigation, the Board has considered and in good faith determined after reasonable investigation under the circumstances that, under the circumstances, the Organization could not have obtained a more advantageous arrangement with reasonable effort.

aa. Section 4.21 Inspection.

Every Board Member shall, at his or her own expense, have the absolute right at any reasonable time during the business hours of the Organization to inspect and copy all books, records, and documents, and to inspect the physical properties of the Organization.

ARTICLE 5.
COMMITTEES

bb. Section 5.1 Nominations and Election.

cc. Beginning Spring of 2025, at least 60 days before the final Board meeting of the school year, the Board will determine which committee chairs (“Committee Chairs”) will be necessary for the upcoming school year so that those positions can be nominated by the Executive Board or self-nominated and ratified by the Board at the final Board Meeting of the school year. Any Member in good standing is qualified to be a Committee Chair. The President and Vice-President may not serve on the Nomination and Elections Committee. (Refer to Appendix B Organization Chart for Committee Chairs)

dd. Section 5.2 Committees.

The Board may designate in writing one (1) or more committees, each consisting of one (1) or more Committee Chairs, to serve at the pleasure of the Board. Committee

Authority. Any committee, to the extent provided in the Board's designating resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or on any committee;
- b. Amend or repeal these Bylaws;
- c. Amend or repeal any resolution of the Board which is not by its express terms so amendable or repealable;
- d. Appoint any other committees of the Board or the members of established committees; and
- e. Approve any self-dealing transaction, except as provided by Section 5233(d)(3) of the California Corporations Code.

ee. Section 5.3 Committee Meetings.

- a. Committee Chairs shall receive notice of, but shall not be requested to attend, Board Member meetings unless relevant to their particular committee.
- b. Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of Article 4 concerning meetings of Board Members, with such changes in the context of such Bylaws as are necessary to substitute the committee and its members for the Board and its members. Minutes of committee meetings shall be kept of each meeting of any committee and shall be filed with the corporate records.

ARTICLE 6.
EXECUTIVE BOARD

ff. Section 6.1 Executive Board of the Organization.

The Executive Board of this organization shall be a President, Vice President, Secretary, and Treasurer.

gg. Section 6.2 Eligibility.

hh. Any parent, guardian, or other adult standing in loco parentis for a student at the school is eligible to serve on the Executive Board if they are Members of the Organization for at least one school year before the ballot is presented.

ii. Section 6.3 Terms of Office.

jj. Executive Board members are elected for one (1) year terms and may be re-elected for consecutive terms. Each Executive Board member shall hold only one elected position at a time.

kk. Section 6.4 Removal of Executive Board Members.

Any member of the Executive Board member of the Executive Board may be removed for failure to perform duties by the Board by a 2/3 vote of those present (assuming a quorum) at a regular Board meeting where proper notice has been given.

ll. Section 6.5 Vacancies in Office.

A vacancy of any position of the Executive Board because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. If there is a vacancy in the role of President, the Vice President will become the President. At the next regularly scheduled Executive Board meeting, a new Vice President will be elected.

mm. Section 6.5 President.

The President shall preside over meetings of the organization and executive board, draft the agendas for board meetings, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees, and coordinate the work of the Executive Board members so that the purpose of the organization is served.

nn. Section 6.7 Vice President.

The Vice President shall assist the President and carry out the President's duties in their absence or inability to serve. If the President is absent or disabled, the Vice President, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President.

oo. Section 6.8 Secretary.

The Secretary shall keep records of the organization, take and record minutes per Robert's Rules, and ensure notices of meetings and meeting minutes are accessible to the membership. 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 shall keep or cause to be kept, at the Organization's principal office, a copy of the Organization's articles of incorporation and these Bylaws, as amended to date. The

secretary shall ensure that changes in policies in any Policies and Procedures Manual are updated as necessary.

pp. Section 6.9 Treasurer.

The Treasurer shall receive all funds of the organization, pay out funds in accordance with the approval of the Executive Board, and keep an accurate record of receipts, expenditures, and bank account information. They will present a financial statement at every meeting and at other times of the year when requested by the Executive Board. The Treasurer may be subject to a background check and any other commercially reasonable safeguards typically associated with an organization's treasurer.

11.

a. Section 6.10 Duties.

b. The duties of the Executive Board shall be to transact business between meetings in preparation for the Board meetings as prescribed by the Board, prepare and submit a budget to the Board, approve routine bills, and prepare reports and recommendations to the Board.

c. Section 6.11 Meetings.

d. Regular Executive Board Meetings shall be at a time and date to be determined by the Executive Board. Special Executive Board Meetings may be called by any two Executive Board members, with two business days' notice.

Section 6.12 Executive Board Members may participate in an Executive Board Meeting through the use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear each other. Participation by Executive Board Members in a meeting in the manner provided in this Section constitutes presence in person at the meeting.

e. Section 6.13 Quorum.

f. Half the number of Executive Board members plus one constitutes a quorum.

ARTICLE 7.
ELECTIONS OF BOARD MEMBERS

g. Section 7.1 Nominations & Elections Committee

h. The Board shall create a Nomination and Elections committee no later than 60 days before the last general membership meeting of the school year to conduct the annual

election. The President and Vice President may not serve on the Nomination and Elections committee.

i. Section 7.2 Outreach.

j. The Nominations and Elections committee shall execute the directions as described in Appendix A related to the election process.

k. Section 7.3 Elections.

The Nominations and Elections committee shall execute the directions as described in Appendix A related to the election process.

12.

13. ARTICLE 8.

14. FINANCE

a. Section 8.1 Annual Budget.

b. A tentative budget shall be drafted and shared with the board prior to the first Board meeting of the school year and approved by a majority vote of the Board Members present at the first Board Meeting.

c. Section 8.2 Records.

d. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

e. Section 8.3 Expenses.

f. The President shall sign check requests as long as the request is for a budget-approved item. Other items shall be approved by the Board. Two authorized signatures shall be required for all checks. Authorized signers shall be the President and Treasurer. Approval of electronic purchases will be recorded in writing.

g. Section 8.4 Dissolution.

h. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding debt and incurred bills and, with the membership's approval, spent for the benefit of the school.

i. Section 8.5 Fiscal Year.

- j. The fiscal year of this Organization shall be from July 1st of each year through June 30th of the following year.

15. ARTICLE 9

16. MISCELLANEOUS

- a. Section 9.1 Indemnification.

The Organization shall indemnify its Board Members, officers, employees, and agents, including persons formerly occupying any such position, to the fullest extent permitted by law against all expenses, judgments, fines, and other amounts actually and reasonably incurred by them in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

In all cases where indemnification is sought, the Organization shall be subject to the restrictions and requirements contained in Section 5238 of the California Corporations Code.

- b. Section 9.2 Insurance.

The Board may adopt a resolution authorizing the purchase of insurance on behalf of any Board Member, officer, employee, or agent of the Organization against any liability asserted against or incurred by the Board Member, officer, employee, or agent in such capacity or arising out of the Board Member's, officer's, employee's, or agent's status as such, whether or not this Organization would have the power to indemnify the Board Member, officer, employee, or agent against that liability under law, to the extent such insurance is commercially available and is economically feasible for the Organization to purchase.

- c. Section 9.3 Annual Statement of Certain Transactions.

The Organization shall annually furnish a written statement to all Board Members that lists covered transactions in which the Organization, its parent, or any subsidiary was a party and in which any Board Member or officer of the Organization, its parent, or any subsidiary had a direct or indirect material financial interest. A mere common Board Membership is not a material financial interest. For the purpose of this Section, covered transactions required to be reported are any transaction during the previous fiscal year (i) involving more than Fifty Thousand Dollars (\$50,000), or (ii) which was one of a number of transactions in which the same interested person had a direct or indirect material financial interest, and which in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement prepared pursuant to this Section 6.6 shall contain the following information:

- a. A brief description of the covered transaction;
- b. The names of the interested person or persons;

- c. A brief description of the person's or persons' relationship to the Organization; and
- d. A brief description of the nature of the person's or persons' interest in the transaction, and, where practicable, the amount of such interest. (In the case of a transaction with a partnership in which such a person is a partner, only the interest of the partnership needs to be stated.)
- e. The statement prepared pursuant to this Section shall also briefly describe the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any current or former officer or Board Member of the Organization pursuant to Section 7.3.

ARTICLE 10 BYLAWS

Section 10.1 Adoption, Amendment, and Repeal

These Bylaws become effective on their being signed by the President and certified by the Secretary following their adoption by the vote or written consent of the voting Members in accordance with the then-existing bylaws of the PTO. These Bylaws may be amended or repealed, in whole or in part, and new bylaws adopted by the vote or written consent of a majority of the voting members of the PTO.

Section 10.2 Revision History of Bylaws. The following is the revision history of the operative bylaws:

Initial Revision approved by membership vote; released **August 2024**.

Section 10.3 Certification and Inspection.

The original or a copy of the Bylaws, as amended or otherwise altered to date, shall be recorded and kept by the PTO. The Bylaws shall be open to inspection by the Members upon reasonable request or other made available for inspection including via the PTO website.

Section 10.4 CERTIFICATE OF SECRETARY.

I, the undersigned, certify:

- (1) That I am the duly elected and acting secretary of the **Phoebe A. Hearst Parent Teacher Organization**, a California nonprofit public benefit corporation; and

(2) That the foregoing Bylaws, comprising thirteen (13) pages, constitute the Bylaws of such corporation as duly ratified by action of the Board of Board Members of the corporation duly taken on _____, 202__.

IN WITNESS THEREOF, I have hereunto subscribed my name, this ___ day of _____, 202__.

[redacted], Secretary

Section 10.5 CERTIFICATE OF PRESIDENT

I, the undersigned, certify:

(1) That I am the duly elected and acting president of the **Phoebe A. Hearst Parent Teacher Organization**, a California nonprofit public benefit corporation; and

(2) That the foregoing Bylaws, comprising thirteen (13) pages, constitute the Bylaws of such corporation as duly ratified by action of the Board of Board Members of the corporation duly taken on _____, 202__.

IN WITNESS THEREOF, I have hereunto subscribed my name, this ___ day of _____, 202__.

[redacted], President