

BYLAWS

**Martin Luther King, Jr. Middle School
Parent Teacher Student Organization**

1290 Ivey Ranch Road Oceanside, CA 92057

Organization Date: January 1, 2010

REVISED NOVEMBER 2021

MISSION STATEMENT

The mission of the MLK PTSO is to positively impact the lives of all children and families by representing our members and empowering and supporting them with skills in advocacy, leadership, and communication.

BYLAWS

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BYLAWS

ARTICLE I – NAME

The name of this Organization is Martin Luther King, Jr. Middle School Parent Teacher Student Organization, hereinafter referred to as the "Organization" or MLK PTSO, located in the city of Oceanside, State of California.

ARTICLE II–PURPOSES

SECTION 1.

The purposes of this Organization are:

- a. To promote the welfare of children and youth in home, school, and community.
- b. To support and enhance the educational experience for our school's students and teaching staff.

SECTION 2.

This Organization is nonprofit where all proceeds are for the investment in the education and well-being of the students. This Organization is organized exclusively for the 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 (hereinafter "Internal Revenue Code").

SECTION 3.

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such Organization or Organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III-MEMBERSHIP AND DUES

SECTION 1.

Membership in this Organization shall be made available without regard to gender, race, color, religion, or national origin.

SECTION 2.

The Organization shall conduct an annual enrollment of Members, yet may admit persons to membership at any time.

SECTION 3.

Each Member of the Organization shall pay annual dues as follows:

- a. Active Members are defined as persons whose dues are current at the level of \$25.00. All Active Members are eligible to vote and make motions at General Organization Meetings. Active Members may also be nominated or volunteer to submit their names for election to the Executive Board and for Officer positions.
- b. Staff and teachers at MLK Middle School will be offered Active Memberships for \$25.00 and will be eligible to vote and make motions at General Organization Meetings. Staff and teachers are not eligible for Officer positions.

ARTICLE IV-OFFICERS AND THEIR ELECTION

SECTION 1.

Each Officer or Board Member of this Organization shall be an Active Member of this Organization.

SECTION 2.

The Officers of this Organization shall be President, Vice President, Secretary, Treasurer, and Parliamentarian. These Officers shall be elected annually.

SECTION 3.

Notice will be given at the March General Organization Meeting that the April General Organization Meeting will be the Annual Nominating Meeting. At the General Organization Meeting/Annual Nominating Meeting in April, nominations will be received either by the person who would like to run for office, or by a Member nominating a person. Between the April Annual Nominating Meeting and the May Annual Election Meeting, the Parliamentarian will verify that all nominated parties would indeed like to run for office. The Annual Election Meeting will be held during the May General Organization Meeting.

SECTION 4.

The privilege of holding office shall be limited to Members of the Organization whose dues are paid.

SECTION 5.

- a. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for or elected to office.

- b. Nominees for the offices of President, Treasurer, Vice President, or any elected Officer authorized to sign checks shall not be related by blood or marriage or reside in the same household.

SECTION 6.

The privilege of nomination and election to office for the ensuing year in this Organization may be extended to individuals who, upon nomination to office, pay dues to this Organization to qualify as a Member at the time of assuming office.

SECTION 7.

Election shall be held by ballot at the General Organization Meeting in May. If there is but one nominee for any office, the ballot for that office may be dispensed with and the election held by voice vote. If there are two candidates running unopposed to share an office as Co-Officers, the ballot for that office may be dispensed with and the election held by voice vote.

SECTION 8.

Officers shall serve for a term of one (1) year or until their successors are elected. (In the event that no successor is elected, the position is declared vacant. Vacant positions must be filled by the Executive Board-elect or Executive Board, per Article IV, Section 10 and Section 11). No Officer shall hold more than one elected or appointed office. Officers may stay in office as long as the voting population sees fit. There are no term limits. Officers shall assume their duties on July 1.

SECTION 9.

The President-elect may call meetings of the Officers-elect and the principal of the school, or a representative appointed by the principal, as necessary to ratify the appointments of appointed Officers and chairpersons of committees, to fill vacancies on the Board-elect and to make plans for the coming year's work.

SECTION 10.

If an office remains unfilled after election, it shall be considered a vacant office to be filled by the Board-elect.

SECTION 11.

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Executive Board. Election to fill a vacancy shall require a majority vote of the Executive Board, with at least ten (10) days' previous notice. If notice is not given, the election to fill the vacancy shall require a two-thirds (2/3) vote. The Vice President shall serve notice of the election to the Executive Board in case a vacancy occurs in the office of President. Any person filling such a vacancy may only serve until the next general election.

ARTICLE V - DUTIES OF OFFICERS

SECTION 1.

The President(s) shall:

- a. Coordinate the work of Officers and committees of the Organization in order that the purposes may be promoted.
- b. Preside at all meetings of the Organization and the Executive Board.
- c. Be a Member *ex officio* of all committees.
- d. Have all newsletters, flyers and/or notices approved by the principal prior to distribution.
- e. Have all contracts and/or legally binding documents approved by the Organization prior to signing a contract along with another elected Officer.
- f. Be authorized to sign checks, and not be related by blood or marriage or reside in the same household as the other authorized signers for the Organization's financial accounts.
- g. In the event that Co-Presidents are elected, at least one must be present at each General Organization Meeting and Executive Board meeting.
- h. Perform such other duties as may be prescribed in these bylaws or assigned by the Organization.

SECTION 2.

The Vice President(s) shall:

- a. Serve as the primary aide to the President.
- b. Perform the duties of the President in the absence or incapacity of that Officer to act.
- c. Perform such other duties as may be prescribed in these bylaws or assigned by the Organization.

SECTION 3.

The Secretary shall:

- a. Keep an accurate record of the proceedings of all meetings of the Organization and the Executive Board in a bound book which is the legal record of this Organization.
- b. Be prepared to refer to minutes of previous meetings.
- c. Prepare a list of all unfinished business for the use of the President.

- d. Record all expenditures in the minutes.
- e. Keep a current list of the paid Members of the Organization.
- f. Keep a current signed original set of the bylaws and standing rules.
- g. Ensure monthly meeting minutes, as well as the Treasurer's Report, are posted on the King Middle School website.
- h. Perform such other duties as may be delegated to the Secretary.

SECTION 4.

The Treasurer(s) shall:

- a. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Organization. Such books of account and records shall at all reasonable times be open to inspection by Members of the Organization.
- b. Chair the budget committee and prepare the budget for adoption by the Organization.
- c. Contact the bank to secure signatures of all authorized signers on all checking and savings account signature cards and file with the bank immediately upon taking office.
- d. Receive monies for the Organization, giving a receipt thereof, and deposit immediately in the name of the Organization in a bank approved by the Executive Board.
- e. Receive and retain a copy of the deposit slip for any deposit made.
- f. Pay all bills as authorized by the Executive Board.
- g. Secure two signatures on all checks. Any two of the following are authorized to sign: President, Treasurer and Vice President. The authorized signers shall not be related by blood or marriage or reside in the same household.
- h. Individuals counting cash/checks shall not be related by blood, marriage or reside in the same household.
- i. Keep an accurate record of receipts and disbursements in a ledger which is a permanent record of this Organization. All other financial records must be retained for seven years including the current year.
- j. Keep the membership informed of expenditures as they relate to the budget adopted by the Organization.

- k. Present a Treasurer's report at every meeting of the Organization and the Executive Board and at other times when requested by the Organization.
- l. Be responsible for obtaining General Liability insurance on behalf of the Organization.
- m. Be responsible for filing all tax returns and other forms required by government agencies. This includes employee reporting forms, if this Organization pays employees; and independent contractor reporting forms, if this Organization hires independent contractors.
- n. Make an annual financial report to the Organization which includes gross receipts and disbursements for the year.
- o. Notify the Organization two (2) months prior to the end of the year if the general ledger holds more than twenty-five thousand dollars (\$25,000).

SECTION 5.

The Parliamentarian shall:

- a. Attend all meetings of the Organization and of the Executive Board and give necessary advice in parliamentary procedure when requested or when they observe a violation of the bylaws or standing rules.
- b. Chair the bylaws committee and review bylaws and standing rules annually .
- c. Be entitled to all rights and privileges of membership including the right to make motions, debate, and vote.

SECTION 6.

When an Officer fails to attend three consecutive meetings without adequate excuse, or when an Officer is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or when an officer engages in conduct which the Executive Board determines to be injurious to the Organization or its purposes, the Executive Board may, by a majority affirmative vote, take such action as it determines appropriate, which may include asking for the resignation of the Officer or declaring the office vacant. If, for any reason an Executive Board Member cannot fulfill their duties, a two week notice must be given to the President or Vice-President in writing via e-mail or printed letter.

SECTION 7.

All Officers shall perform the duties outlined in these bylaws. Upon the expiration of the term of office or in case of resignation or termination, 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 VI - ORGANIZATION MEETINGS

SECTION 1.

Organization meetings are meetings of the general membership, herein referred to as General Organization Meetings. The Executive Board shall set the General Organization Meeting schedule at the beginning of the school year.

SECTION 2.

The General Organization Meeting in April shall be the annual nomination meeting and will be followed by the General Organization Meeting in May, which shall be the annual election meeting at which time Officers for the upcoming year will be elected.

SECTION 3.

Each year, the Executive Board will propose an operating budget itemizing all expected proceeds and expenditures. Once the proposed annual budget is approved by vote, it will be recorded in the Organization minutes. Any additional expenditures outside the annual budget require approval by the Executive Board.

SECTION 4.

- a. Special meetings may be called by the President.
- b. The President must call a special meeting upon the written request of three (3) Members of the Executive Board or by five (5) percent or more of the Members of the Organization.
- c. All Organization Members must be notified of any special meetings at least ten (10) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting.
- d. Upon request in writing for a special meeting by five (5) percent or more of the Members, the President shall, within twenty (20) days of receipt of such request, cause notice to be given to the Members entitled to vote that a meeting will be held at a time fixed by the Executive Board.
- e. The notice shall contain the place, date, and time of the meeting and the general nature of the business that the Executive Board, at the time of the notice, intends to present for action by the Members and no other business may be transacted.

SECTION 5.

- a. This Organization shall establish a quorum for the transaction of business in any meeting of this Organization.
- b. Three (3) Members of the Executive Board shall constitute a quorum at General Organization Meetings.

SECTION 6.

The privilege of making motions, debating, and voting shall be limited to Active Members of the Organization who are present and whose dues are paid.

SECTION 7.

Voting by proxy is PROHIBITED.

ARTICLE VII - EXECUTIVE BOARD

SECTION 1.

The Executive Board shall consist of Officers of the Organization, the teacher representative, and the principal of the school, all of whom shall be Members of this Organization. The principal and the teacher representative, although not elected Officers, serve in an advisory capacity with full voting privileges.

SECTION 2.

The Executive Board shall:

- a. Transact necessary business between meetings of the Organization and such other business as may be referred by the Organization.
- b. Authorize the payment of Organization bills within the limits of the budget adopted by the Organization. Such action must be reported at the next General Organization Meeting and must be recorded in the Organization minutes.
- c. Create committees as are deemed necessary to promote the purposes and to carry on the work of the Organization. The Executive Board may grant such committees the authority of the Board, except with respect to:
 - 1) The approval of any action for which the approval of the Members or a majority of the Members is required;
 - 2) The filling of vacancies on the Executive Board or in any committee which has the authority of the Executive Board;
 - 3) The amendment or repeal of bylaws or the adoption of new bylaws;
 - 4) The amendment or repeal of any motion of the Board which by its express terms is not so amendable or repealable;
 - 5) The appointment of committees of the Board or Members thereof;
 - 6) The approval of any self-dealing transaction.
- d. Fill all vacancies in office, including that of President.
- e. Present a verbal report of their activities and expenditures at General Organization Meetings.

- f. Appoint an auditor when necessary. The auditor shall not be an Officer of the Organization or a Member of the Executive Board.

SECTION 3.

The Executive Board is subject to the orders of the Organization and none of its acts shall conflict with action taken by the Organization.

SECTION 4.

An Organization Member shall not serve as a voting Member of this Executive Board while serving as a paid employee of or under contract to this Organization.

SECTION 5.

The Executive Board shall meet at least once a month during the school year, prior to General Organization Meetings, unless otherwise ordered by the Executive Board.

SECTION 6.

Special meetings of the Executive Board may be called by the President. The President must call a special meeting upon the written request of three (3) Members. All Executive Board Members must be notified of special meetings at least three (3) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting.

SECTION 7.

- a. This Organization shall establish a quorum for the transaction of business in any meeting of the Executive Board.
- b. Three (3) Executive Board Members shall constitute a quorum.

ARTICLE VIII—AUDITS

The auditor shall:

- a. Be an individual who is independent from the Organization, specifically not holding an Officer position and shall be either hired or appointed by the Executive Board.
- b. Present a written report to the Executive Board within thirty (30) days of audit.
- c. Audit the books upon resignation of the Treasurer or at any time deemed necessary by the Executive Board.
- d. Not be related by blood or marriage or reside in the same household as the financial Officers and/or authorized signers of checks.

ARTICLE IX – COMMITTEES

SECTION 1.

There shall be such committees created by the Executive Board as may be required to carry on the work of the Organization.

SECTION 2.

Chairpersons and Members of committees, all of whom shall be Members of this Organization, shall be appointed by the President(s) subject to the ratification of the Executive Board.

SECTION 3.

The term of office for chairpersons shall be one year or until successors have been appointed. A chairperson may serve an additional term if appointed by the President(s), approved by the Executive Board, and ratified by the Organization. Chairpersons may stay in office as long as the Executive Board sees fit. There are no term limits.

SECTION 4.

The chairperson shall communicate plans of work to the Executive Board. No work shall be undertaken without the consent of the Executive Board.

SECTION 5.

When a chairperson is not fulfilling the responsibilities of the office as prescribed in the bylaws or 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 majority affirmative vote, take such action as it determines appropriate, which may include asking for the resignation of the chairperson or declaring the chair vacant.

SECTION 6.

Each chairperson, upon their expiration of the term of office, or in case of resignation or termination, shall turn over to the President without delay, all records, books, and other material pertaining to the chair, and shall return to the Treasurer, without delay, all funds belonging to the Organization.

SECTION 7.

The Organization and the Executive Board each have the power to create special committees in order to carry out specific programs and projects, subject to the limitations listed in Article VII, Section 2c.

ARTICLE X – ARTICLES OF ORGANIZATION

The “articles of Organization” of this Organization comprise these bylaws, as from time to time amended, and the “articles of Organization,” if any. In the absence of separate articles of

Organization, these bylaws shall be deemed to be the articles of Organization. In the event of any conflict between these bylaws and the articles of Organization, these bylaws shall govern.

ARTICLE XI – FISCAL YEAR AND IDENTIFICATION NUMBERS

SECTION 1.

The fiscal year of this Organization shall begin July 1, and end June 30.

SECTION 2.

The Internal Revenue Service Employer Identification Number (EIN) for this Organization is 33-0680235.

SECTION 3

The charitable trust number for the Organization assigned by the California State Office of the Attorney General is CT0212048.

SECTION 4.

The entity number for this Organization assigned by the Franchise Tax Board is 8072293.

ARTICLE XII – PARLIAMENTARIAN AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED, shall govern the Organization in all cases in which they are applicable and in which they are not consistent with these Bylaws, the articles of incorporation, and the California Nonprofit Corporation Law.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote at a General Organization Meeting provided notice has been given at the previous General Organizational Meeting, or thirty (30) days written notice has been given to the entire membership prior to voting.

