Woodland Parents' Club Bylaws
Perrysburg Exempted Village School District
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Woodland Parents' Club (WPC) By-Laws
Adopted: February 1, 2015
Revised: August 15, 2017 CH

Article I: Name
Section 1. The name of the organization is Woodland Parents' Club (WPC).

Article II: Purpose
Section 1. The purpose of this organization is to…

a. Encourage parents to assist with various school activities/functions/services.
b. Provide financial assistance where needs are identified.
c. Foster a community atmosphere.
d. Support the mission and vision of Woodland Elementary and Perrysburg Exempted Village School District.

Article III: Membership
Section 1. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member. The principal and any employed (full or part time) staff member whose home school is Woodland Elementary may be a member. There will be no assessed fee for membership.

Article IV: General Policies
Section 1. The following are basic policies of Woodland Parents' Club:

a. The Woodland Parents' Club name or the names of any members in their official capacities shall not be connected to any commercial concern, any partisan interest, or for any purpose not directly related to the promotion of Woodland Parents' Club's interests.
b. The Woodland Parents' Club is a non-commercial, non-sectarian, non-partisan organization.
c. The Woodland Parents' Club shall work with the school to provide quality education for all children, and shall seek to support the mission and vision of the school, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education.
d. The Woodland Parents' Club shall not in any way participate or intervene in any political campaign. The WPC may, however, seek to educate people concerning school issues, such as school bond issues and similar concerns.
e. The Woodland Parents' Club officers shall work with the principal to plan and set dates for WPC programs and meetings.
f. The Woodland Parents' Club shall make no commitments on behalf of the organization unless specifically designated by the WPC Executive Board.

g. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) if the internal Revenue code, or (ii) by an organization, contributions to, which are deductible under Section 170(c)(2) of the Internal Revenue Code.
h. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets are to be distributed to one or more non-profit funds, foundations, or organizations that have established their tax exempt status under the state and federal tax laws. To be determined by the Board upon dissolution.

Article V: Officers
Section 1. **The Executive Board will consist of the following**:

- President
- Vice President
- Secretary
- Treasurer
- Communications Officer
- Principal- ex officio
- Teacher Liason- ex officio
- Parent Liason- ex officio

Section 2. Elected Officers and Their Duties:

a. President –
    - Shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, prepare the agenda and represent the organization at meetings outside the organization.
    - Select an elected officer to preside at a meeting during an absence.
    - Attend all Superintendent meetings or select another elected officer to attend in case of absence
    - Submit District Organization Support documentation to the Superintendent/Board of Education by May 1st of each year.
    - Implement and ensure compliance with all policies applicable to District Support Organizations as set forth by the Superintendent/Board of Education.
    - Act as a liaison between the school principal, staff, committees, and executive board for closer communication.
    - Advise committee chairs.
    - Will also serve as an ex officio member of all committees and coordinate the work of all the officers and committees so that the purpose of the organization is served.
    - Perform such other duties as may be prescribed in these bylaws or assigned by the organization.

b. Vice-President/Co-President –
    - Shall act as an aide to the president
    - Performs the duties of the president in his/her absence.
    - Advise committee chairs

c. Secretary –
   - Records the minutes of the meetings.
   - Keep committee descriptions current and distribute to new officers and chairmen.
   - Advise committee chairs
   - Takes and keeps a roster of all members attending each WPC meeting.
   - Disperses the minutes to all members and school community.
   - Maintain current and past records for seven years.

d. Treasurer –
   - Has custody of all funds of the WPC.
   - Keeps full and accurate account of receipts, expenditures, income and bank account information, including receipts.
   - Makes disbursements as authorized by the President, Executive Board or organization in accordance with the budget adopted by the WPC.
   - Presents a proposed budget to the Executive Board for approval.
   - Presents a financial statement at every meeting of the organization and other times when requested by the Executive Board.
   - Shall prepare all tax statements for all taxing authorities as may be required. All such tax statements shall be reported to the membership at a regular business meeting.
   - File an e-postcard or required documentation with the IRS by the tax deadline and any paperwork needed to obtain or maintain 501c3 status.
   - At the end of his/her term, assist the incoming treasurer and president in review of the books.

e. Communications Officer- (OPTIONAL)
   - Maintains all communications and marketing for the WPC, including but not limited to the website, Facebook page, Instagram, Volunteer Spot, SignUp Genius, Dropbox, and Remind 101
   - Maintains communications with parents on behalf of the WPC
   - Actively recruits new members to the WPC
   - Maintains an accurate parent directory with phone numbers, mailing address, text messaging and emails
   - Advises committee chairs

Section 2: Non-Voting (Ex Officio) Members

a. Principal –
   - Act as an advisor and represent the Perrysburg Exempted Village School District.
   - Give a principals report of upcoming events, concerns, or school needs.
b. Teacher Liason -
   - Represents the voice of the teachers
   - Provides the voting board members with input from the teaching staff including needs, concerns, and interests
   - Position appointed by school principal
c. Parent Liason -
   - Represents the voice of the parents of the elementary students

- Provides the voting board with input from the Woodland Elementary School parents
- Position appointed by the WPC president

Article VI: Executive Board
Section 1. Membership:
The Executive Board shall consist of the elected officers and the then current principal of Woodland Elementary School. The number of Executive Board members of the Association shall constitute the authorized number of Executive Board members until modified by an amendment or as permitted by the Woodland Elementary Parents' Club, aka WPC Constitution.

Section 2. Duties:
The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Regular Meetings:
The Executive Board shall meet at least four (4) times per year. Dates will be determined by the President and Executive Board Advance notice of regular meetings will be provided.

Section 4. Special Meetings:
Special meetings may be called by any two Board members with twenty-four (24) hours' notice.

Section 5. Quorum:
Half the number of Board members plus one constitutes a quorum.

Article VII: Elections:
Section 1. Officers:

a. The officers shall be a president, vice president, secretary, communications officer, and treasurer.
b. An election will be held yearly to select the Executive Board of the WPC.
c. Each spring, the WPC President will call for nominations for upcoming open positions on the Executive Board.
d. Board members will be voted on and determined at the spring meeting.

Section 2: Eligibility:

a. Those interested in running for Executive Committee must be a member of the WPC school community in good standing.
b. Elected officers must have a child attending Woodland Elementary School and be current on all fees associated with the school (i.e. lunch accounts, library and school fees) during the term of their office.

Section 3. Terms of Office:

a. Officers elected shall assume their official duties following the close of the year's final meeting and shall serve for a term of 1 year.

b. Outgoing officers will meet with newly elected officers to discuss responsibilities of the office and turn over any records and/or pertinent information regarding the position and/or organization.
c. Each person elected shall hold only one office at a time.

Section 4: Vacancies:

a. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board. In case a vacancy occurs in the office of President, the Vice-President shall serve in this position until the next election.

Section 5. Removal from Office:

a. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article VIII. Meetings

Section 1. The regular meeting of the organization shall be at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The secretary will notify the members of the meetings via website, Facebook, annual school calendar and School Connects.

Section 2. Special meetings may be called by the president, any two members of the executive board, or five general members by submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer, website and Facebook.

Section 3. All items to be discussed at the meetings will be presented as an agenda item. Those wishing to add an item to the agenda must do so to the secretary at least 48 hours prior to the meeting. Requests must be submitted in writing.

Section 4. Any member present at a meeting will have one vote. A majority vote by the attending members shall be required to take action on items presented at general meetings. The position of Woodland Elementary Parents' Club (WPC) on an issue will require two-thirds vote of the members.

Section 5. A meeting may be canceled with 24 hour notice. Members shall be informed via call or text.

Section 6. The secretary will maintain accurate minutes for each meeting. Those minutes will be typed and submitted to the Communications Officer within one week for posting on the school website.

Article IX. Committees

Section 1. Membership: Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees: The following committees shall be held by the organization under the following categories but are not limited to: Fundraising, Events, Memberships, Communications. Committees will be determined and volunteers sought at the annual May meeting by the newly elected Executive Board to serve for the following school calendar year.

Section 3: All committee chairpersons will report to the designated executive board officer on the status of the event before, during, and after the event. Incoming and outgoing committee chairperson and officers should meet prior to the end of the school year to ensure a smooth transition. Committees are expected to complete their projects/events within budget. Each subcommittee chair is responsible for recruiting committee members and maintaining accurate meeting minutes to be shared with the Executive Committee.

Section 4. Additional Committees: The board may appoint additional committees as needed.

Article X. Finances

Section 1. All funds raised by the WPC shall be placed in an account designated by the Executive Board. All funds including cash shall be deposited into the designated account.

Section 2. Any check written from the WPC account must have supporting documentation such as receipts when requesting reimbursement. Failure to supply this documentation may result in denial of reimbursement.

a. Committees are required to stay within allocated budgets. If additional funds are necessary, prior Executive Board approval is required.

Section 3. Each disbursement of funds needs to be approved by the President before the treasurer issues funds.

Section 4. All financial activity shall be recorded in a computer-based or manual accounting system. The treasurer shall reconcile the account monthly and report all financial activity at the monthly meeting. A budget review will be held in April to reconcile accounts and in August to determine fund allocation for the upcoming calendar year.

Section 5. An amount of money will be left in the treasury at the end of each year to cover any unpaid bills and obligations plus a reserve amount of at least $2000.00 to begin the next school year. This will be re-evaluated at each Executive Board meeting.

Section 6. The Woodland Parents' Club is pending a state tax-exempt status organization and a not for profit 501(c)(3) classification with the Internal Revenue Code. The school district and the schools hold this classification, but the classification does not extend to clubs or other support organizations.

Section 7. Any contracts between the WPC and an outside vendor must be signed by the president or the president may authorize a designee. Authorization must be in writing and attached to the signed contract.

Section 8. The fiscal year shall coordinate with the school year: July 1 – June 30.

Section 9: The Board will determine whether to award scholarships during a given school year. If a scholarship(s) is to be awarded, the recipient must be a high school graduate with plans to obtain a secondary education and a former Woodland Elementary student to be eligible for the scholarship.

Article XI: Understanding and Working within Committee Budget
Section 1. Allocated Budget
Take note of the committee/event approved spending limit and projected revenue. It is important to review the committee/event budget to understand the anticipated revenue and budgeted expenses for each committee/event. Each budget year is very specifically designed. Track costs closely! The WPC will not reimburse or pay invoices for amounts exceeding committees' budgets. Contact the WPC President or Treasurer immediately if event budget becomes insufficient.

Section 2: Event Planning

a. Determination of committee funds are at the discretion of the committee chair. Intentions for these funds shall be discussed with the designated board liaison for said committee prior to the spending of any funds.

[No funds shall be reimbursed beyond what is outlined in the event planning form unless preapproved by the board members.]

b. Following each event, contact the WPC President to get onto the WPC board meeting agenda. Committee Chairs will present a brief summary of the event at a WPC board meeting, including a brief financial summary and impressions of the event.

Section 3: Outside Vendors, Contracts and Individual Suppliers

a. Confirm costs beforehand with any vendor, whether or not this is a new or existing supplier. Use the vendor agreement form making sure to edit the form to include conditions and costs agreed upon between the WPC and the vendor.
b. If the committee uses the services of an outside individual or business, contracts between the committee and the third-party must be reviewed and signed by the WPC President.
c. If a payment (or cumulative payments) to any individual exceeds $600, have him/her submit to the WPC an IRS Form W-9. The WPC cannot issue payments over $600 to any individual without a completed W-9 form. Blank Form W-9s can be obtained from the Treasurer or President. We are required to submit 1099's covering such payments to the IRS each year.

Section 4: Reimbursement Guidelines
If any committee volunteers require reimbursement, a Request for Reimbursement Form must be completed. Reimbursement MUST be approved by the president PRIOR to submission to the treasurer. Both the form with president signature AND receipts must be submitted to the treasurer. Contact the treasurer to facilitate this process. Reimbursement requests by committee volunteers need to be approved by committee chairs prior to submission. Allow 5 to 7 business

days for reimbursement. Reimbursement paperwork must be turned into the treasurer within 30 days of the event.

Section 5. Disbursement Requests from Outside Vendors
Requests for payment from vendors need to be approved by the committee chairs by initialing the bill. Invoices from vendors should be clearly labeled with your event name or activity. It must be apparent from the invoice which committee the event relates to or provide an accompanying note providing such information. Fill out a Check Request Form and place both the form AND vendor bill in the WPC Treasurer's mailbox or email directly. DO NOT directly pay any vendors.

Section 6. Checks and Cash Handling Guidelines

a. If a committee expects to collect a large amount of money, designate one person to be the "money person."
b. Do not leave cash in the WPC mailbox. Cash and checks should be submitted in an envelope addressed to "WPC Treasurer" and given to Mrs. Price to be placed in the safe if a board member is not available to take the cash box. Bills and coins should be separated by denomination. Fill out the event deposit form for the event submitting this with the cashbox and money. The treasurer will then cross-reference your dollar amounts to the bank deposit slip. Do not hold on to cash or checks for more than two weeks.
c. If there is a large amount of cash to be deposited, notify the treasurer or other board member by email or phone, and arrange to hand off any large cash deposits in person.
d. No committee/volunteer member may reimburse themselves, pay any vendors, or tip vendors with cash collected from an event. Follow the reimbursement guidelines stated above and refer to the WPC's policy regarding tipping vendors in article 6.

Section 7. Tipping Vendors or other Service Providers
Tipping, either from personal accounts as cash or checks, or with monies collected at such events must follow these guidelines. Any exceptions must be preapproved by both the WPC President and Principal.

a. Tipping will not be a strict % of revenues, payment, etc.
b. Tipping will not be given without consideration of the dollar amount of the tip, as compared with other WPC budgeted line items to assess reasonableness.
c. All tips will require the approval of both the WPC President and Principal before a check is issued by the Treasurer; the request for such check to be made pursuant to the normal check disbursement procedures by submitting a Form for Disbursement.
d. All cash and monies received at the event should be deposited (and shall be recorded at such gross amount as revenues).
e. Tips should not be paid from monies received at an event. All amounts collected should be remitted for Deposit.

Article XI. Amendments
Section 1. These bylaws may be amended at any regular or special meeting, provided that previous notice was given in writing at the prior meeting. Amendments will be approved by a majority vote by the attending members.

Article XII: Dissolution
The Association may be dissolved with two-thirds vote of those present and voting at a meeting provided at least fourteen (14) calendar days' notice of the meeting has been provided to the membership.

Article XIII: Conflicts of Interest
Section 1. Purpose: The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Executive Board member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Section 2. Definitions:

a. **Interested Person.** Any Executive Board member, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
    ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
    iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

c. A financial interest is not necessarily a conflict of interest. Under Section IX.3.b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Procedures:

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board-delegated powers who are considering the proposed transaction or arrangement.
b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of committee members shall decide whether a conflict of interest exists.
c. **Procedures for Addressing the Conflict of Interest.**

i. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
ii. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
iii. After exercising reasonable due diligence, the governing Board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflict of Interest Policy.**
i. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines that the member has failed to disclose an actual or possible conflict of interest, if shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings: The minutes of the governing Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation:

a. A voting member of the governing Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that members' compensation.
c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements:
Each Executive Board member, principal officer, and member of a committee with governing Board-delegated powers shall annually affirm that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is organized for charitable and educational purposes and that in order to maintain it federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews:
To ensure that the organization operates in a manner consistent with its charitable and educational purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are property recorded, reflect reasonable investment or payments for goods and services, further charitable and educational purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts:
When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring that periodic reviews are conducted.