

BYLAWS OF
BAINBRIDGE ISLAND PARENT TEACHER ORGANIZATION
COORDINATING COUNCIL (PTOCC)

ARTICLE 1. OFFICES

1.1 Corporation Offices. PTOCC is a nonprofit corporation registered and doing business in the State of Washington. The registered office of PTOCC shall be located at the Bainbridge Island School District offices and the registered agent shall be located at this office. The Board of Directors may change this location and agent from time to time by filing the notices required by law to amend the Articles of Incorporation.

ARTICLE 2. BOARD OF DIRECTORS

2.1 Number and Powers. The management of all the affairs, property and interest of PTOCC shall be vested in a Board of Directors, consisting of at least 10 and no more than 17 persons, including its Officers. Each Parent Teacher Organization or Parent-Teacher-Student Organization (hereinafter PTO) registered with the Bainbridge Island School District shall have one representative. These Directors shall hold such office until resignation, removal by majority vote of the other Directors, or until the annual election or appointment of Directors and Officers and until their successors are selected and qualified. The Officers of the PTOCC shall be ex-officio members of the Board of Directors. The Board of Directors may exercise, in good faith, all powers of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Washington law.

2.2 Term of Office. Directors, other than Ex-Officio Directors, shall serve for a one-year term unless re-elected or re-appointed as PTO President at his/her represented school or unless elected at a different school for one or more subsequent terms. Directors appointed rather than elected shall have the same term limits as elected PTO Presidents. Each Director shall hold office until his/her successor is selected or until his/her earlier death, resignation or removal.

2.3 Election. Each year, during the month prior to the annual meeting of the Board of Directors, the Parent Teacher Organizations and/or Parent-Teacher-Student Organizations registered with the Bainbridge Island School District shall elect or appoint one member to the Board of Directors. When additional Directors join PTOCC, only one PTO representative per school campus shall be allowed to serve as a Director. The preferred Director from each school is the PTO President. In the absence of an elected President, one Director may be appointed. In the event a school PTO elects Co-Presidents, the Co-Presidents may share the duty as Director and may alternate attending meetings as needed.

2.4 Superintendent's Position. Each year, the Bainbridge Island School District Superintendent shall serve as Director or may choose to delegate that position to another administrator in the District Office.

2.5 Voting. Each Director, including Officers of the Board of Directors, shall have one vote. In the event a PTOCC Officer is also a school PTO President, that Officer shall not vote in the capacity as an Officer, but shall have one vote as a Director representing the school PTO. No school shall have more than one vote, regardless of whether there are Co-Presidents representing a school PTO as Director. In the event a Director is absent from a meeting, a representative from that Director's school PTO may be sent to vote or may present a proxy vote on behalf of the Director. If a substitute representative cannot attend, a proxy vote may be submitted by email prior to the meeting during which the vote is taken.

2.6 Dues. All Directors' voting rights are conditioned upon having paid PTOCC dues, in the amount determined at the annual Budget meeting. Dues represent PTOCC operating costs. Additional negotiated terms may also apply.

2.7 Change of Number. The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

2.8 Vacancies. All vacancies in the Board of Director's officers, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Any vacancy of a Director who is a school PTO president or representative shall be filled according to that school's PTO bylaws and the new Director will be affirmed by majority vote of the remaining PTOCC directors, though less than a quorum is sufficient. Any director so appointed to fill any vacancy shall hold office until resignation, removal by majority vote of the other Directors, or until the annual election of Directors.

2.9 Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, the PTOCC President or the PTOCC Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

2.10 Removal of Directors. A Director may be removed at any time, with or without cause, by a majority vote of the other Directors, at any annual or other meeting of the Board of Directors. In the event a Director representing a school PTO is removed, a substitute may be elected or appointed according to that school's PTO bylaws and will be affirmed by a majority vote of the remaining PTOCC Directors, though less than a quorum is sufficient.

2.11 Annual Meeting Time. The annual meeting of the Board of Directors shall be held on such date and at such time as the Directors shall determine.

/

/

/

/

/

2.12 Annual Meeting - Order of Business. At the annual meeting of Directors, the order of business shall be as follows:

- (a) Calling the meeting to order.
- (b) Proof of notice of meeting (or filing waiver).
- (c) Reading of minutes of last annual meeting.
- (d) Reports of Officers.
- (e) Reports of committees.
- (f) Election of Officers.
- (g) Miscellaneous business.

2.13 Other Meetings. Regular meetings of the Board of Directors, or any committee designated by the Board of Directors or by the PTOCC President, may be called at any time by the PTOCC President, or in his/her absence or upon written request, by any two Directors, to be held at the registered office of the Corporation or at such other place or places as the Directors may from time to time designate.

2.14 Notice. Notice of the time and place of the annual and all regular meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least ten (10) days prior to the date of the meeting. If one or more Officers are to be elected at a meeting, or if an amendment to these bylaws will be submitted to a vote of the Directors, the notice shall include a statement to that effect, otherwise, such notice need not specify the business to be transacted at, or the purpose of, the meeting. The methods of notice shall include hand-delivered memorandum, faxes, emails, and other forms of electronic communication as described in RCW §24.03.009.

2.15 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

2.16 Quorum. Sixty percent (60%) of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by law.

/

/

/

/

/

2.17 Registering Dissent. A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken by the Board unless his/her dissent is entered in the minutes of the meeting, or unless he/she files a written dissent to such action with the person acting as the Secretary of the meeting within 3 days of adjournment of that meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

2.18 Remuneration. No salary shall be paid to Directors.

2.19 Loans. PTOCC shall not loan money or credit to its Directors.

2.20 Disbursement. PTOCC shall not make any disbursements of income to any Director.

2.21 Action by Directors without a Meeting. Any action required or which may be taken at a meeting of the Directors, may be taken without a meeting if consent by all of the Directors, is given. Such consent shall have the same effect as a unanimous vote. Notice of such proposed action and approval for this action can be given via email, telephone call or other written methods. Any dispute about such action may result in calling of a special meeting to discuss and formally vote on the disputed action before the action is taken.

2.22 Action of Directors by Communications. Directors may participate in a meeting of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. OFFICERS

3.1 Designations. The Officers of PTOCC shall consist of a President, two Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries and Assistant Treasurers as the Board may designate. The Board of Directors shall appoint all Officers.

3.2 Appointment and Term of Office. Each year at the annual meeting of the Board of Directors, the Directors shall appoint a Junior Vice President who shall serve a one year term. At the conclusion of such one year term, the person appointed as Junior Vice President shall become President for a one year term. At the conclusion of the one year term as President, such person shall become Senior Vice President for a one year term. Thus, a person appointed by the Directors as Junior Vice President shall serve one year terms as Junior Vice President, President, and Senior Vice President in three successive years. The Secretary shall be appointed each year by the Directors at the annual meeting of the Board of Directors, and shall each serve a one year term. The Treasurer of PTOCC shall be appointed every second year by the Directors at the annual meeting of the Board of Directors, and shall serve a two year term. Each person serving as an Officer may be appointed to succeed themselves or any other Officer, provided that no person may serve more than 5 consecutive years as an Officer. Each Officer shall hold office until a successor is appointed and qualified, or until such Officer's earlier death, resignation or removal.

3.3 Powers and Duties. If the Board appoints persons to fill the following positions, such Officers shall have the powers and duties set forth below:

3.3.1 The President. The President, subject to the direction and control of the Board of Directors, shall preside at all meetings of the Board of Directors and have general control and management of the business affairs and policies of PTOCC. The President shall act as liaison from and as spokesperson for the Board of Directors. The President shall participate in long-range planning for PTOCC and shall be available to the other Officers of PTOCC for consultation. The President shall possess power to sign all certificates, contracts and other instruments of PTOCC. The President shall perform all such other duties as are incident to the office of President or are properly required by the Board of Directors.

3.3.2 Vice Presidents. During the absence or disability of the President, the Senior Vice President, or if unavailable, the Junior Vice President shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

3.3.3 Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him/her by the Board of Directors. The Secretary shall maintain the records of PTOCC in compliance with document retention policies and procedures as set forth by the Board of Directors.

3.3.4 Treasurer. The Treasurer shall have the custody of all moneys and securities of PTOCC and shall keep regular books of account. The Treasurer shall disburse the funds of PTOCC in payment of the just demands against PTOCC or as may be ordered by the Board of Directors, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of PTOCC. The Treasurer shall perform such other duties incident to his/her office or that are properly required of him/her by the Board of Directors. The Treasurer shall maintain the records of PTOCC in compliance with document retention policies and procedures as set forth by the Board of Directors.

3.4 Standards of Conduct for Officers.

3.4.1 An Officer with discretionary authority shall discharge such Officer's duties under that authority:

- (a) in good faith;
- (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner the Officer reasonably believes to be in the best interests of PTOCC.

/

/

3.5 Delegation. In the case of absence or inability to act of any Officer of PTOCC and of any person herein authorized to act in such Officer's place, the Board of Directors may from time to time delegate the powers or duties of such Officer to any other Officer or any Director or other person whom it may, in its sole discretion, select.

3.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular meeting of the Board by way of simple majority vote.

3.7 Other Officers. The Board of Directors, or a duly appointed Officer to whom such authority has been delegated by Board resolution, may appoint such other Officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

3.8 Resignation. An Officer may resign at any time by delivering notice to PTOCC. Such notice shall be effective when delivered unless the notice specifies a later effective date. Any such resignation shall not affect PTOCC's contract rights, if any, with the Officer.

3.9 Removal. Any Officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors,

3.10 Loans. PTOCC shall not loan money or credit to its Officers.

ARTICLE 4. MEMBERSHIP

4.1 Classes of Members. The corporation shall initially have one class of Members. Additional classes of Members, the manner of election or appointment for each class of Members, and the qualifications and rights of each class of Members may be established by amendment to these Bylaws.

4.2 Qualifications for Membership. In order to qualify for Membership, a Member shall be a parent of a current student, a teacher, a classified staff member, or an administrator at a school administered by the Bainbridge Island School District in Bainbridge Island, Washington. Additionally, all students in Bainbridge Island School District high schools, grades 9-12, qualify as members. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.3 Voting Rights. Members are not entitled to vote on PTOCC matters but may vote at their individual schools as provided by the schools' PTO bylaws.

4.4 Annual Meeting. No annual meeting of the General Membership shall be held.

4.5 Special Meetings. The PTOCC President or the Board may call special meetings of the Members for any purpose.

4.6 Place of Meetings. All meetings of Members shall be held at such place within or without the State of Washington designated by the PTOCC President or the Board.

4.7 Notice of Meetings. Notice of all special meetings, shall be given to the school PTO Presidents of each participating school, and no further notice to Members shall be required. The methods of notice shall include, notice in the form of a record, in a tangible medium delivery, faxes, emails and other forms of electronic communication as described in RCW §24.03.009.

4.8 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.9 Loans. PTOCC shall not loan money or credit to its Members.

ARTICLE 5. DEPOSITORIES

The moneys of PTOCC shall be deposited in the name of PTOCC in such bank or banks, trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors. All banking and financial matters shall be conducted in accordance with the Financial Guidelines of PTOCC, which will be distributed at the Annual Meeting of the Board of Directors. All individual Bainbridge Island Parent-Teacher Organizations will be subject to annual audit by the PTOCC.

ARTICLE 6. NOTICES

Except as may otherwise be required by law, any notice to any Director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his/her last known address in the records of PTOCC, with postage thereon prepaid.

ARTICLE 7. BOOKS AND RECORDS

PTOCC shall keep at its registered office, its principal office in this state, or in its PTOCC Secretary's possession if in this state, the following:

- (a) Current Articles and Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of Officers and Directors names and addresses;
- (d) Minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by Committees of the Board of Directors. Records may be written, or electronic if capable of being saved to a disk, external drive or other device intended to preserve the writing for archival purposes.

/

ARTICLE 8. FINANCIAL PROVISIONS

The fiscal year of the Corporation shall be July 1 to June 30.

The officers of the PTOCC shall edit and update the Financial Guidelines as necessary to meet best practice standards and legal requirements for all fiscal matters. All individual Bainbridge Island Parent-Teacher Organizations will be subject to the Financial Guidelines of the PTOCC.

ARTICLE 9. DISSOLUTION

The Board of Directors may authorize a voluntary dissolution of PTOCC at the annual or any regular meeting by vote of two-thirds of the Directors present at such meeting. In the event of a voluntary dissolution, assets of PTOCC in excess of PTOCC's liabilities shall be distributed equally to the respective Parent-Teacher Organizations, if any, of each school within the Bainbridge Island School District. In the event no Parent-Teacher Organization exists for any such school, the Board of Directors shall, by two-thirds vote of the Directors, adopt a plan of resolution for such undistributed assets.

ARTICLE 10. AMENDMENTS

Only the Board of Directors of PTOCC shall have the authority to make bylaws. The Bylaws of PTOCC may be amended, altered or repealed by the Board of Directors at the annual or regular meeting upon recommendation of the Officers, or if no such recommendation has been made, by vote of two-thirds (2/3) of the Directors present at such meeting. Prior to amending, altering or repealing bylaws of PTOCC, two (2) weeks notice shall be given to all Directors.

Adopted by resolution of PTOCC's Board of Directors on March 7, 2024.



CHRISTY REMEDIOS, PTOCC Secretary