

BYLAWS:

Edmonds-Woodway High School PSO

Revised 10/24/2022

ARTICLE I

NAME

The name of the corporation shall be Edmonds-Woodway High School Parent-staff Organization (EWHS PSO).

ARTICLE II

PURPOSE AND OBJECTIVES

SECTION 1. The primary purpose of the PSO is to provide support and aid, ensuring that the educational experience at Edmonds-Woodway High School (EWHS) is enriched and feasible for all attendees. The objectives for the PSO shall be:

- a) To support teaching, administration, and student excellence in school and the community.
- b) To develop a united effort between EWHS' educators, administrators, and staff, and Students' parents or guardians, to secure for all of our students the highest advantages.
- c) To support educational and other family programs and enrichment activities aimed at improving the academic, social, and physical growth of our students.

2.1.1 This corporation is a not-for-profit organization, and no part of the net earnings of the PSO shall inure to the benefit of any private individual.

2.1.2 The PSO shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any Candidate for public office.

SECTION 2. The PSO is organized exclusively for the charitable purposes within the meaning of Section 501 © (3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter “Internal Revenue Code”).

SECTION 3. Non-Profit status. No part of the net earnings of the corporation shall inure to the benefit of any Director, officer, or other private individual, except that the corporation shall be authorized and empowered to apply reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the corporation as stated in the Articles of Incorporation and these Bylaws.

ARTICLE III

MEMBERSHIP

SECTION 1. Class of members. The general membership shall consist of two classes:

3.1.1 A Faculty member shall be any certified, classified, or administrative staff person who works at Edmonds-Woodway High School, and is employed by the Edmonds School District.

3.1.2 A parent member shall be a parent or legal guardian of an enrolled and attending student of Edmonds-Woodway High School.

SECTION 2. Membership in the PSO shall be made available, without regard to race, color, creed, religion preference/choices, national origin, gender, or gender identity.

SECTION 3. Each member shall be granted one vote in and decision put forth by the board of directors for general vote.

3.3.1 Each member must be present to vote, no proxy votes will be accepted.

3.3.2 Members shall hold board members accountable to represent all business actions required for the PSO to operate.

3.3.2.1 Motions may be raised by any member in accordance with the order of business.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. The Board of Directors for the PSO must be faculty or parent members, as per section 3.1.1 and 3.1.2 and in good standing on the date of their election, with a current ESD Background check completed and approved.

4.1.1 The Board of Directors for the PSO shall be constituted of elected officers referred to as officers, and appointed Directors. Officers and appointed Directors may be referred to as directors from now on.

4.1.1.1 Elected officer positions shall consist of a President or Co-Presidents, Faculty Representative, Vice-President (President Elect), Secretary, Treasurer. All are one year terms, except for the President-Elect, which will be VP for one year and President the following year, and the Treasurer, which is two years.

4.1.1.2 Faculty Chair shall be a faculty member.

4.1.2 Officers may choose to appoint additional Director Positions, e.g. Director of Fundraising, Hospitality/staff Appreciation, Programs, Special Events, Volunteers, Elections, and Communications as appropriate, for performing the business of the PSO.

4.1.3 Faculty Representative Directors should be a teacher, librarian, or other staff member not in Administration.

4.1.4 Administration Representative Directors shall be the Principal or a Vice Principal of EWHS.

SECTION 2. The President(s) shall preside at all meetings of the PSO. 4.2.1 The President(s) shall have the deciding vote to make or break a tie, 4.2.2 The President(s) shall be the Chief Executive officer(s) of the PSO, and subject to the Board's control, shall supervise and control all of the assets, business, and affairs of the PSO. The President(s) may sign contracts and other documents, except when the signing and execution has expressly been delegated by the Board or these Bylaws to another officer or agent of the PSO, or are required by law to be otherwise signed or executed by another officer or in some other manner.

4.2.3 The Faculty and/or Administration Representative shall manage all relations between parents, faculty, the school, and the Edmonds School District. They shall ensure that EWHS and the ESD are formally or informally informed of any actions taken by the PSO as required.

SECTION 3. The Vice-President/President-Elect shall attend to the duties of the President(s) in their absence or in the case the President's office may become vacant for any cause whatsoever, shall maintain membership address/email lists to make sure they are up to date for the communications director's use. They shall also attend to any other duties as the Chair may require.

SECTION 4. The Secretary shall maintain minutes of all meetings and distribute these to the membership. They shall also make sure that all correspondence necessary to conduct meetings is received by all members. At the direction of the President, they shall also transmit and respond to all correspondence of the PSO, and publish or distribute announcements pertaining to the business of the PSO as needed.

SECTION 5. The Treasurer shall have custody of and be responsible for all funds and securities of the corporation, and shall perform the entire duties incident to the office of Treasurer and any other duties assigned to them by the Board. The Treasurer shall maintain all records pursuant to generally accepted accounting principles and shall provide a monthly financial report to the Board.

4.5.1 The Treasurer may make payment on behalf of the PSO at their sole discretion to the amount of \$1000.00 (one thousand dollars). Any amount in excess of this requires a co-signature by the President.

SECTION 6. Resignation: Any officer may resign at any time by delivering written notice to one of the other officers.

SECTION 7. In case of a Board vacancy other than that of the President, such vacancy shall be filled by appointment by the President. Upon the approval of the remaining Board members, the position will be filled by the selected nominee.

SECTION 8. On a motion and second from the membership at a general meeting, an officer shall be held before the PSO for malfeasance of duty. A two-thirds majority of all members present shall be required for removal from office.

SECTION 9. In the event that a member of the Board of Directors misses three (3) consecutive meetings, the board member can be removed from office by the Board's vote. A two-thirds majority of all members present at the meeting shall be required for removal from office.

SECTION 10. The responsibility of meeting agendas and programs of the PSO shall belong to the entire membership of the Board.

SECTION 11. Term of office

4.11.1 The officers of the Board of Directors per section 4.1.1 shall serve one year (secretary), or two years (President-Elect then President, and Treasurer).

4.11.1.1 An officer may service only if they will have a student in attendance for both years of their term, if their position is a two year commitment.

4.11.2.Elections for Treasurer and Vice President shall not be held in the same year.

4.11.3 The term of office for Appointed Directors shall be one school year.

4.11.4 Directors shall be appointed at the end of the school year for the following school year when possible.

4.11.5 No officer or Director may serve more than two (2) consecutive terms in any single office.

SECTION 12. The Board may create committees as needed, such as fundraising, Capital campaign, grants, etc. The President(s) appoint all committee chairs.

4.12.1 Once committees are formed, the committee chair shall serve on the Board for the duration of the committee.

4.12.2 Committees shall receive direction from and act on behalf of the PSO Board in all respects.

4.12.3 Committees shall be required to provide and start and end date for their activities.

4.12.4 Committees shall report to the Board of Directors at board meetings with status updates as noted in meeting order Article VI section 6. **4.12.5** Election Committee. The Board of Directors shall elect a chairperson to manage the Election Committee. The committee shall follow Article V procedures of this document for executing PSO elections.

ARTICLE V

ELECTIONS

SECTION 1. The officers shall be elected by popular vote. Each member in a class with the voting privilege shall be allowed one vote.

SECTION 2. The Nominations, Elections, and Awards shall be the responsibility of The Election Committee appointed by the Board. This committee will oversee all activities relating to the election of officers, the nomination of people or organizations for PSO awards, and any general voting that may be required of the PSO membership.

SECTION 3. Election results shall be announced prior to the first meeting of the new school year, at which time said officers will take office for the terms as outlined by Article IV, Section 12.

ARTICLE VI

MEETINGS

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board, in all cases in which they are applicable and in which they are not in conflict with these bylaws.

SECTION 2. The General Meetings of the PSO shall be held on an approved schedule created by the Board of Directors at or before the first meeting of the year. separate Board meetings will be held at the discretion of the Board, as often as needed.

SECTION 3. Special meetings may be called by the Board of Directors at any time, with a minimum of a 72 hour notice to all members of the PSO.

SECTION 4. Quorum. No fewer than three (3) Directors must be present before business can be transacted or motions made.

6.4.1 A quorum can be facilitated in any manner that provides real time communication for any decisions. If a teleconferencing bridge or interactive web session is established, board members will be responsible for understanding use of the technology.

6.4.2 There are specific decisions that may only be made by the general membership of the PSO. These are in the nature of bylaw changes, alteration of the purpose or focus of the PSO, ratification of the Board of Directors, or dissolution of the organization. A quorum in this instance will consist of no fewer than 25 members.

SECTION 5. Notice of Meetings. The President(s), Secretary, or the Board shall be able to call a Board or General meeting by written notice, no less than 72 hours before the meeting. The announcement must provide the location, date, and time of the meeting. The notice must be distributed by all means possible available to the board at the time of the announcement.

SECTION 6. The order of the PSO Board of Directors Meetings shall be as follows:

- a) Call to Order
- b) Reading and Approval of the last meeting's minutes
- c) Reading of Minutes of the Board's last meeting
- d) Report of the Treasurer
- e) Reports of Special Committees
- f) Unfinished Business
- g) New Business
- h) Special Announcements
- i) Program Agenda
- j) Adjournment

SECTION 7. Action by Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent identifying the action is approved by a majority of the Board Members. Any such written consent shall be inserted in the Secretary's minute books as if it were the minutes of a Board Meeting.

SECTION 8. Presumption of Assent. A Board Member who is present at a Board Meeting at which action on any matter is taken shall be assumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting.

SECTION 6. Remote participation needs to be interactive.

ARTICLE VII

FINANCES

SECTION 1. The fiscal year shall be comprised of the 12 month period beginning on July 1st of each year and ending June 30th of the following year.

SECTION 2. If the PSO ceases to function and the membership decides by vote to discontinue operations, all money retained in the PSO account shall revert to the general fund of the school.

ARTICLE VIII

LIMITATION OF LIABILITY

SECTION 1. The PSO shall be fully and solely responsible for its own legal and financial affairs, and hold harmless Edmonds-Woodway High School, by reason of affiliation, from any lawsuits, damages, and/or other expenses or liabilities arising out of the activities of the PSO.

SECTION 2. The PSO shall not be responsible, nor liable for, any lawsuits, damages, and/or other expenses or liabilities arising out of the activities of Edmonds Woodway High School.

SECTION 3. Some activities by the PSO may be limited, restricted, or require approval by the administration of EWHS or the Edmonds School District, so as not to put EWHS or ESD in an unfavorable or liable position.

SECTION 4. The Directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation; nor shall the Directors and offices be individually liable for any discretionary decision or failure to make a discretionary decision within their social capacity as Director or officer unless the decision or failure to decide constitutes gross negligence or willful misconduct.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

SECTION 1. A copy of these Bylaws and all amendments must be filed with the Administration of Edmonds- Woodway High School.

SECTION 2. These Bylaws may be amended, repealed, or added to in the following manner only:

- a) Any proposed amendment must be approved by two-thirds of the Board.
- b) A 20 day notice to all members in good standing is required prior to the meeting in which there will be a vote on a Bylaw amendment at a general meeting.

c) All amendments must be approved by a majority of the members present during any general meeting.

SECTION 3. Bylaw revisions must be approved by the Board and presented to 25 members for passage of an amendment.

ARTICLE X

EFFECTIVE DATE

These Bylaws shall be effective once approved after the date they were created, which is November 7, 2022. The date they are adopted by the Board and ratified by the membership will be sometime after 1/14/2023. They are subject to changes as necessary following review and discussion at one or both of these meetings.

Presidents: Molly Tobias and Tiara Andress

VP/Administrative Assistant: Anjeanette Yglesias

Secretary: Jennifer Castle

Treasurer: Tiffany Campbell