

THE CUBS' CLUB
Tahoma Elementary School
Parent Teacher Organization

Bylaws
Established on January 17th, 2017
Revised March 18th, 2025

Article I-Name

Tahoma Elementary School PTO – Doing Business As (DBA) The Cubs' Club

Article II-Purpose

This 501c3 nonprofit is organized for the purpose of supporting the education of children at Tahoma Elementary School in Maple Valley, WA by fostering relationships among the students, parent, families, and staff. The organization shall maintain its status as a charitable organization pursuant to sections 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III- Members

Section 1. Any parent, guardian or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any staff at the school or district may become a member with voting rights. Any community member who does not have a student at Tahoma Elementary may become a member with voting rights.

Section 2. Dues, if any, will be established by the Executive Officers. Membership dues cover each member for one calendar school year. Dues must be paid 3 days prior to a meeting to be considered a member and have voting rights. Dues must be paid by October 30th of each calendar year for board members and committee chairs to be able to be active in their position, excepting replacement positions.

Article IV-Officers and Elections

Section 1. Executive Officers. The officers shall be President, Vice President Fundraising, Secretary, and Treasurer. Officers may also include a co/assistant. All Officers are required to attend planned PTO events. Events may be missed, with the President's knowledge.

a. President: The president shall preside over meetings of the organization and executive board, handle correspondence, and send notices of meetings to membership. Serve as a

primary contact for the principal, represent the organization at meetings outside the organization, serve as the ex officio member of all committees except the nominating committee, and coordinate the work of all officers and committees so that the purpose of the organization is served.

i. Co/Assistant President: The co-president shall assist the current president with their duties listed above. This is meant as a first term training and learning position. This is an optional position that the nominating committee will add to their slate, but is not imperative to the organization that it be filled each year. The co/assistant president will carry out duties as delegated by the president and carry out the duties of president in the absence or inability of the president to serve.

b. Vice President: The Vice President shall assist the current president with their duties listed above. The vice president will carry out duties as delegated by the president and carry out the duties of president in the absence or inability of the president to serve, except in the case of an elected co/assistant president.

c. Fundraising: Fundraising oversees all fundraising activities for the organization. This includes research, promotion and implementing fundraisers.

d. Secretary: The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to membership. The secretary also keeps a copy of the minute's book, bylaws, rules, membership list and any other supplies and brings them to meetings.

e. Treasurer: The treasurer shall keep an accurate record of all receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and other times of the year when requested by the executive board, and make a full report at the end of the year. The treasurer will also taxes in accordance with the schedule. Treasurer will also file all required filings with the State according to the schedule, and must notify the President upon completion.

f. Co/Assistant Board Positions: Any executive board positions shall have the option to have a Co/Assistant position as needed. Their position would be to assist the lead with their duties listed above. This is an optional position that the nominating committee will add to their slate, but is not imperative to the organization that it be filled each year. The Co/Assistant will carry out duties as delegated by the lead and carry out the duties in the absence or inability of the lead to serve. They would share decisions and count as one vote.

Section 2. Nominations and Elections. Nominations for officers must be presented by the nominating committee no later than Feb 1st of each calendar year. The nominating committee will consist of three PTO members, and no more than 1 of those may be an

executive board member. At the meeting, nominations may also be made from the floor. Voting shall be voice vote if the slate is presented. Proxy votes will not be considered for officer elections. If more than one person is running for office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at the time the nominating committee presents its slate.

Section 4. Terms of Office. Officers are elected for one year. An officer may serve an unlimited number of consecutive terms in the same office if no other eligible member expresses interest in holding that office at the time of the election. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of president, the co/assistant president or vice president shall assume the responsibilities. At the next meeting, a new co/assistant president or vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office. Officers can be removed from office with or without cause by a two thirds vote with those present (Assuming quorum as stated in Article V Section 3 of these bylaws) at the regular meeting where previous notice has been given.

Article V: Meetings

Section 1. Regular Meetings. The general meeting of the organization shall be bi-monthly unless previous notice has been given. Meeting times may be changed for facility or event conflict.

Section 2. Special Meetings. Special meetings may be called by any two board members or five general members, by submitting a written request to the secretary. Previous notice of a special meeting shall be sent to members at least 10 days in advance.

Section 3. Quorum. The quorum shall be 7 members of the organization.

Section 4. Absentee Mail and Electronic Voting. To expedite the business of the PTO, the Executive Board, Committees and PTO may conduct business by voting via conference calls or other designated technology with the approval of the PTO President.

Article VI – Board of Directors

Section 1. Membership. The Board of Directors shall consist of the Executive Officers and standing committee chairs as described herein.

- Executive Officers: President, Vice-President, Fundraising, Secretary, and Treasurer
- Standing Committee Chairs: Membership, Yearbook, Cashier, Popcorn, Staff Appreciation, Book Fair, Watch D.O.G.S, Art Docent, Social Media

Section 2. Duties. The duties of the Board of Directors shall be to conduct 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. Meetings. Board Meetings Regular board meetings shall be held at least quarterly, to be determined by the board.

Section 4. Quorum. Fifty one percent

Article VII – Committees

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

- Committee chairs are a volunteer position. He/she should be a PTO member and in good standing. The committee chair can be dismissed or replaced by a vote of the board of directors per quorum.
- A member may only chair up to three committees or hold one officer position and two committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Membership, Yearbook, Cashier, Popcorn, Staff Appreciation, Book Fair, Watch D.O.G.S, Art Docent, Social Media

Section 3. Additional Committees. The board may appoint additional committees as needed.

Article VIII – Finances

Section 1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present at the first general meeting of the year.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The majority of the executive board shall approve all expenses of the organization over the amount of \$200.

Section 4. Two authorized signatures shall be required on each check. Authorized signers shall be the treasurer and another executive officer, so long as that officer is not related or in the same household.

Section 5. A financial review committee with a minimum of two members, appointed by the president, will review the financial records of this PTO twice a year. One audit will be performed mid-year and one audit will be performed at the end of the fiscal year, by July 31st. The report of the committee will be presented at the regularly scheduled membership meeting immediately following the review. Members of this committee shall not include the treasurer, or any person authorized to sign on the PTO bank accounts for the period that is being reviewed, or any individuals living in their households.

Section 6. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school, in accordance with the Articles of Incorporation Amendment, Attachment A, section 2.

Section 7. At the end of the fiscal year, the organization shall retain a carry-over balance of essential funds to get the organization from the end of the school year to the first fundraiser. These funds shall include, but not be limited to, accounting/tax prep fees, bank fees, business filings, liability insurance, post office box fees, postage, office supply/printing expenses, website and software expenses, staff appreciation back to school, yearbook deposits and any anticipated fees associated with programs kicking off at the beginning of the year.

Section 8. The fiscal year shall run July 1st through June 30th.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

Article X – Standing Rules

The Standing Rules shall be adopted annually by a majority vote at the first general membership meeting.

Article XI – Dissolution

The organization may be dissolved with previous notice (60 calendar days) and a two-thirds vote of those present at the meeting, assuming a quorum.

Article XII – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, e-mail, fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Conflict of Interest Policy

The board approves the Conflict of Interest policy suggested by the IRS, attached as Appendix A.

Article XIV- Disciplinary Actions

1. Should a member of the PTO be found to have violated stated rules, either verbal or written, or to have engaged in behavior unbecoming an agent of the PTO, the following disciplinary actions will take place. A written record of all actions taken will be kept electronically for review, by the Executive Board. Disciplinary action may occur per discretion of the Executive Board.

A. First Offense- The violating member of the PTO will be brought before the Executive Officers, or an appointed agent(s) of the Executive Officers, to state their case and receive verbal counseling on the offense. Disciplinary action will occur in the form of a written warning, to be filed as a disciplinary record.

B. Second Offense- The violating member of the PTO will be brought before the Executive Officers, or an appointed agent(s) of the Executive Officers, to state their case and receive verbal counseling on the offense. The violating member will then be removed from any PTO board, committee or co-assistant positions held, if any. The member WILL be allowed to continue to serve the PTO as a volunteer.

C. Third Offense- The violating member of the PTO will be brought before the Executive Officers, or an appointed agent(s) of the Executive Officers, to state their case and receive verbal counseling on the offense. The board will hold a special vote to determine whether the violating member may continue as a member of the PTO.

i. Should the vote be decided FOR membership, the offense will be treated as a Second Offense as outlined in Article XIV Section 1-B of the Bylaws of this organization. FOR membership vote, is limited to once per school calendar year.

ii. Should the vote be decided AGAINST membership, the violating member will lose all volunteer ability with the Tahoma Elementary PTO AND will be prohibited from volunteering in any events held with PTO involvement.

2. Should a member of the PTO be found to have been convicted of a crime by a court of law OR be found to currently be in violation of Federal or local laws, the member will automatically lose membership in the Tahoma Elementary PTO AND/OR be prohibited from volunteering with AND/OR participating in any events with PTO involvement per the discretion of the board.

Article XV- Social Media

For the purpose of scheduling, feedback, community outreach, and Tahoma Elementary parent involvement, the PTO may engage in Social Media platforms as determined suitable by a vote of the Executive Board.

1. Rules of Social Media will be determined by a vote of the Executive Committee and posted publicly in the files section or similar area of the applicable social media platform. If no such area exists, the rules will be made available at the request of any PTO member to the Executive Committee.
2. Social Media accounts will be monitored and policed by two administrators (admins) which must be members in good standing as selected by the Executive Board.
 - A. Administrator number 1 will be a member of the current executive committee as determined by a vote of the executive committee.
 - B. Administrator number 2 must be a current member of the PTO that is not also an executive committee member. The administrator will be determined by an Executive Board vote from a pool of volunteers presented at the first general membership meeting of each school year. Should there be no suitable volunteers presented, the Executive Board may temporarily appoint a second member of the Executive Board to the position until a suitable volunteer is identified.
3. Social Media Administrators will be responsible for upholding the social media rules. The administrators will also be responsible for ensuring the privacy of school employees, students, and volunteers on social media platforms associated with the PTO as well as ensuring decency, keeping the account in good moral standing, and preventing negativity and arguments within PTO sponsored social media.

Article XVI- Annual Statements

Each director, officer, and committee chair shall annually sign this statement which affirms that such person:

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

Annual Statement:

I, _____, do intend to hold the position of _____ for the school year of _____ - _____ and do hereby certify that I have received a copy of the Standing Rules, Bylaws and Conflict of Interest Policy of this organization. I have read and understood these documents and I do hereby agree to comply with the rules and regulations set forth therein. Furthermore, I do hereby certify my understanding that "THE CUBS CLUB." is a charitable organization and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature: _____

Date: _____

I, _____, as Secretary of
_____, hereby certify that the forgoing
constitute the Bylaws of this corporation as adopted and in full force and effect on this
day of _____, 2023.

_____, Secretary

Approved:

_____, President

_____, Treasurer

Attachment A:

Conflict of Interest Policy

Article I: 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 director 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 nonprofit and charitable organizations.

Article II: Definitions

- 1. Interested Person.** Any director, officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below.
- 2. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a.** An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - b.** A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

c. 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. A financial interest is not necessarily a conflict of interest. Under Section 3b, 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.

Article III; Procedures

1. 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.

2. 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 or committee members shall decide whether a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. 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.

b. 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.

c. After exercising 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.

d. 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.

4. Violations of the Conflict of Interest Policy:

a. 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.

b. 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, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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 boards or committee's decision as to whether a conflict of interest in fact existed.

2. 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.

Article V: Compensation

1. 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.

2. 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 member's compensation.

3. 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.

Article VI: Annual Statements

Each director, officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

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

Article VII: Periodic Reviews

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its state-exempt status, periodic

reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.