

WEST PARK FAMILY CLUB BYLAWS

(REVISED JULY 2020)

ARTICLE I—NAME

THE NAME OF THIS ORGANIZATION IS WEST PARK FAMILY CLUB, IT WILL BE COMMONLY KNOWN AS AND REFERRED TO IN THESE BYLAWS, AS “WPFC.” WPFC IS A PARENT TEACHER ORGANIZATION (PTO), LOCATED IN NAPA, CALIFORNIA.

ARTICLE II—PURPOSE

- A. THE PURPOSE OF THE WPFC IS TO ENHANCE AND SUPPORT THE EDUCATIONAL EXPERIENCE AND INTEREST IN WEST PARK ELEMENTARY SCHOOL, ITS STUDENTS AND ITS FACULTY.
- B. THIS IS TO BE ACCOMPLISHED THROUGH VOLUNTARY SERVICE BY WPFC MEMBERS INCLUDING CLASSROOM ASSISTANCE, SCHOOL-WIDE COMMUNICATION, FACULTY SUPPORT, AND FAMILY EVENTS TO PROMOTE THE SENSE OF COMMUNITY AT WEST PARK ELEMENTARY SCHOOL. THE WPFC WILL ENGAGE IN FUNDRAISING ACTIVITIES TO HELP MEET THE NEEDS OF WEST PARK STUDENTS, PARENTS, FACULTY, AND ADMINISTRATORS THAT ARE NOT BEING MET BY FEDERAL, STATE, AND DISTRICT FUNDING.
- C. THE ORGANIZATION IS CREATED EXCLUSIVELY FOR THE CHARITABLE OR EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE (HEREINAFTER REFERRED TO AS “INTERNAL REVENUE CODE”).

ARTICLE III—BASIC POLICIES

- A. THE WPFC SHALL BE NONCOMMERCIAL, NONSECTARIAN, AND NONPARTISAN.
- B. NO PART OF THE NET EARNINGS OF THE WPFC SHALL SUBSIST TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS EXCEPT THAT THE WPFC SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE II HEREOF.
- C. NOT WITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE WPFC SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR (II) BY AN ORGANIZATION,

CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE.

- D. UPON THE DISSOLUTION OF THIS ORGANIZATION, AFTER PAYING OR ADEQUATELY PROVIDING FOR THE DEBTS AND OBLIGATIONS OF THE WPFC, THE REMAINING ASSETS SHALL BE DISTRIBUTED TO ONE OR MORE NONPROFIT FUNDS, FOUNDATIONS, OR ORGANIZATIONS THAT HAVE ESTABLISHED THEIR TAX EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND WHOSE PURPOSES ARE IN ACCORDANCE WITH THOSE OF THE WPFC.

ARTICLE IV—MEMBERSHIP

MEMBERSHIP SHALL CONSIST OF PARENTS/GUARDIANS OF STUDENTS OF WEST PARK ELEMENTARY SCHOOL, THE PRINCIPAL, AND THE FACULTY MEMBERS.

ARTICLE V—THE WPFC BOARD

THE WPFC BOARD SHALL CONSIST OF THE EXECUTIVE COMMITTEE, PRINCIPAL, AND APPOINTED MEMBERS.

A. THE EXECUTIVE COMMITTEE

THE EXECUTIVE COMMITTEE SHALL CONSIST OF PRESIDENT, VICE-PRESIDENT, RECORDING SECRETARY, TREASURER, COMMUNICATIONS CHAIR, BILINGUAL PARENT LIASON, HOSPITALITY CHAIR, AND FUNDRAISING COORDINATOR. ALL MEMBERS OF THE EXECUTIVE COMMITTEE SHALL BE ELECTED BY THE GENERAL MEMBERSHIP. THE PRINCIPAL SHALL SERVE AS AN EX-OFFICIO REPRESENTATIVE.

B. APPOINTED MEMBERS

THE PRESIDENT APPROVES ALL APPOINTED MEMBERS WITH MAJORITY VOTE ENDORSEMENT BY THE EXECUTIVE COMMITTEE. THE APPOINTED MEMBERS SHALL CONSIST OF THE TEACHER LIAISON(S), AND ALL CHAIRPERSONS DEEMED NECESSARY FOR THE SCHOOL YEAR BY THE PRESIDENT.

C. AUTHORITY

THE AFFAIRS, ACTIVITIES, AND OPERATION OF WPFC SHALL BE MANAGED BY THE WPFC BOARD. THE BOARD SHALL TRANSACT NECESSARY BUSINESS DURING INTERVALS BETWEEN REGULAR WPFC BOARD MEETINGS, AND MAY IF NECESSARY APPROPRIATE NON-BUDGETED EXPENDITURES OF NO MORE THAN \$1000 WITHOUT VOTED APPROVAL BY THE WPFC BOARD. THE WPFC BOARD MAY CREATE STANDING AND SPECIAL COMMITTEES, APPROVE

THE PLANS AND WORK OF SPECIAL COMMITTEES, PREPARE AND SUBMIT A BUDGET TO THE WPFC FOR APPROVAL, AND CONDUCT GENERAL WPFC BUSINESS AND ACTIVITIES.

D. ELECTION OF OFFICERS

1. ELIGIBILITY

ELIGIBILITY FOR AN ELECTED POSITION (EXECUTIVE COMMITTEE) ON THE BOARD SHALL BE MET BY BEING A PARENT/GUARDIAN OF A CURRENTLY ENROLLED STUDENT AT WEST PARK ELEMENTARY. ELIGIBILITY FOR THE PRESIDENCY SHALL BE MET BY BEING ON THE BOARD IN AN ELECTED OR APPOINTED POSITION FOR ONE (1) YEAR.

2. NOMINATIONS

AT THE MARCH WPFC MEETING, A NOMINATING COMMITTEE SHALL BE APPOINTED BY THE PRESIDENT AND APPROVED BY THE BOARD. THE NOMINATING COMMITTEE SHALL BEGIN SEEKING NOMINATIONS FOR EXECUTIVE COMMITTEE POSITIONS (EXCEPT FOR THE PRESIDENT POSITION) FOR THE UPCOMING SCHOOL YEAR. WPFC MEMBERS MAY SUBMIT THEIR OWN NAME OR THAT OF ANOTHER PARENT/GUARDIAN FOR NOMINATION CONSIDERATION. CANDIDATES MUST BE PRESENT AT THE MAY MEETING TO ACCEPT THEIR NOMINATION BEFORE THE ELECTION TAKE PLACE.

3. ELECTIONS

ELECTIONS FOR THE UPCOMING SCHOOL YEAR WILL TAKE PLACE DURING THE FINAL OPEN WPFC BOARD MEETING IN MAY. IF THERE IS ONLY ONE CANDIDATE FOR ANY OFFICE, THAT CANDIDATE, ONCE ACCEPTING THEIR NOMINATION, WILL BE ELECTED IN TO THE POSITION BY MAJORITY VOTE, VIA VOICE VOTE. IF THERE IS MORE THAN ONE NOMINEE FOR A POSITION, A BALLOT OF ELIGIBLE CANDIDATES DETERMINED BY THE NOMINATING COMMITTEE SHALL BE DISTRIBUTED TO THE WPFC MEMBERS, AND THE ELECTION SHALL BE CONDUCTED BY BALLOT AND A MAJORITY VOTE SHALL ELECT. BALLOTS SHALL BE COUNTED BY THE NOMINATING COMMITTEE AND RESULTS SHALL BE ANNOUNCED DURING THE MEETING. IN CASE OF A TIE, A RUNOFF BALLOT WILL BE DISTRIBUTED.

4. INSTALLATION OF NEW OFFICERS AND TRANSFER OF DUTIES

NEW OFFICERS WILL WORK IN CONJUNCTION WITH THE OUTGOING OFFICER TO LEARN THE POLICIES AND PROCEDURES OF THE OFFICE, BUT WILL NOT HAVE WPFC BOARD MEMBER VOTING PRIVILEGES UNTIL THE COMMENCEMENT OF THEIR TERM. ALL OUTGOING OFFICERS, UPON EXPIRATION OF HIS/HER TERM OF OFFICE, OR IN CASE OF RESIGNATION, SHALL TURN OVER TO HIS/HER SUCCESSOR WITHOUT DELAY, ALL MATERIALS PERTAINING TO THE OFFICE. THE JUNE WPFC BOARD

MEETING SHALL BE AN INFORMAL JOINT MEETING BETWEEN THE EXISTING AND NEWLY ELECTED EXECUTIVE COMMITTEE MEMBERS TO HELP FACILITATE THE HANDOFF PROCESS AND WELCOME NEW WPFC BOARD MEMBERS.

E. APPOINTED MEMBERS

ELIGIBILITY FOR AN APPOINTED POSITION ON THE BOARD SHALL BE MET BY BEING A PARENT/GUARDIAN OF A CURRENTLY ENROLLED STUDENT AT WEST PARK ELEMENTARY. THE CHAIRPERSONS OF ALL COMMITTEES SHALL BE APPOINTED OR DISMISSED BY THE PRESIDENT WITH THE APPROVAL OF THE BOARD. IN THE EVENT OF A VACANCY OF A CHAIRPERSON, THE PRESIDENT SHALL APPOINT A NEW CHAIRPERSON WITH THE APPROVAL OF THE BOARD.

F. TERMS OF OFFICE

TERM OF OFFICE SHALL BEGIN ON THE FIRST DAY OF JULY AND CONTINUE THROUGH THE LAST DAY OF JUNE THE FOLLOWING YEAR. WPFC BOARD MEMBERS SHALL SERVE A TERM OF ONE YEAR, WITH THE OPTION OF SERVING CONSECUTIVE ONE-YEAR TERMS, IF DULY ELECTED OR APPOINTED.

G. VACANCIES

IN CASE OF A VACANCY IN THE OFFICE OF PRESIDENT, THE VICE PRESIDENT SHALL BECOME PRESIDENT AND SHALL HOLD OFFICE FOR THE BALANCE OF THE TERM. IN FILLING THE VACANCY, THE VICE PRESIDENT SHALL BE ENTITLED TO CONTINUE IN THE PRESIDENCY FOR THE FOLLOWING TERM PROVIDING NOT MORE THAN ONE-HALF (1/2) OF A FULL TERM AS PRESIDENT HAS BEEN SERVED. AT THE NEXT REGULARLY SCHEDULED MEETING, A NEW VICE PRESIDENT WILL BE ELECTED. IN THE EVENT OF A VACANCY OTHER THAN THE PRESIDENCY, THE PRESIDENT SHALL APPOINT A PERSON TO FILL THE VACANCY FOR THE UNEXPIRED PORTION OF THE TERM AND SUCH APPOINTMENTS SHALL BE RATIFIED BY THE BOARD.

H. REMOVAL FROM OFFICE

OFFICERS CAN BE REMOVED FROM OFFICE WITH REASONABLE CAUSE BY A TWO THIRDS VOTE OF THOSE PRESENT (ASSUMING A QUORUM) AT A WPFC BOARD MEETING WHERE PREVIOUS NOTICE HAS BEEN GIVEN.

I. GOALS AND OBJECTIVES

THE EXECUTIVE COMMITTEE, IN COLLABORATION WITH THE PRINCIPAL, SHALL ESTABLISH SPECIFIC GOALS AND OBJECTIVES FOR THE SCHOOL TERM. THESE GOALS SHALL BE MET BY ESTABLISHING THE NECESSARY FUNDING REQUIREMENTS AS PRESENTED BY TREASURER AND/OR FUNDRAISING COORDINATOR.

J. PROPOSED ANNUAL BUDGET

A PROPOSED ANNUAL BUDGET SHALL BE DEVELOPED BY THE EXECUTIVE COMMITTEE AND THE PRINCIPAL AT THE BEGINNING OF THE FISCAL YEAR (AFTER JULY 1ST). THE PROPOSED ANNUAL BUDGET SHALL BE PRESENTED FOR APPROVAL AT THE NEXT WPFC BOARD MEETING. ALL MONIES AND/OR LIABILITIES SHALL BE PASSED, INTACT, TO THE NEWLY ELECTED EXECUTIVE COMMITTEE EACH SUCCEEDING TERM. AT THE FINAL BOARD MEETING, BUDGET INPUT SHALL BE SOLICITED FOR THE FOLLOWING SCHOOL TERM.

ARTICLE VI—DUTIES OF OFFICERS**A. PRESIDENT - THE PRESIDENT SHALL**

1. SERVE AS CHAIR OF THE BOARD AND THE EXECUTIVE COMMITTEE
2. SERVE AS AN EX-OFFICIO MEMBER OF ALL COMMITTEES EXCEPT THE NOMINATING COMMITTEE
3. PRESIDE OVER ALL MEETINGS OF THE WPFC
4. APPOINT CHAIRS AND BOARD MEMBERS AS OUTLINED IN ARTICLE V, SECTION B OF THE BYLAWS
5. COORDINATE THE WORK OF THE BOARD MEMBERS IN ORDER THAT THE OBJECTIVES OF WPFC ARE FULFILLED
6. BE ONE (1) OF THREE (3) CO-SIGNERS ON CHECKS WITH THE TREASURER AND VICE PRESIDENT
7. APPOINT PERSONS TO FILL VACANCIES AS OUTLINED IN ARTICLE 5, SECTION E & SECTION F
8. AT HIS/HER DISCRETION ASSUME THE DUTIES OF ANY EXECUTIVE COMMITTEE OR APPOINTED BOARD MEMBER WHO IS UNABLE FULFILL HIS/HER DUTIES,
9. NOTIFY EXECUTIVE COMMITTEE, BOARD AND GENERAL MEMBERSHIP OF MEETINGS.

B. VICE PRESIDENT - THE VICE PRESIDENT SHALL

1. ACT AS AIDE TO THE PRESIDENT AND SHALL PERFORM THE DUTIES OF THE PRESIDENT IN HIS/HER ABSENCE
2. ASSUME THE DUTIES OF THE PRESIDENCY IN THE EVENT OF A VACANCY IN THAT OFFICE FOR THE REMAINDER OF THE UNEXPIRED TERM AS OUTLINED IN ARTICLE V, SECTION E,
3. BE ONE (1) OF THREE (3) CO-SIGNERS ON CHECKS WITH THE TREASURER AND PRESIDENT

4. ASSIST THE PRESIDENT WITH NOTIFYING EXECUTIVE COMMITTEE, BOARD AND GENERAL MEMBERSHIP OF MEETINGS
5. GENERATE ITEMIZED AGENDAS FOR ALL EXECUTIVE COMMITTEE AND GENERAL MEMBERSHIP MEETINGS. SOLICIT INPUT ON AGENDA ITEMS FROM THE EXECUTIVE BOARD, APPOINTED MEMBERS, AND REFERENCE PREVIOUSLY TABLED ITEMS AND EVENT TIMELINES.
6. PROVIDE COPIES OF THE PREVIOUS MEETING'S MINUTES FOR APPROVAL AT THE BOARD MEETINGS.
7. MAINTAIN A COPY OF THE CURRENT BYLAWS AND JOB DESCRIPTIONS. REVISE THE BYLAWS AND STANDING RULES AS NEEDED OR AS REQUESTED BY THE PRESIDENT. UPDATE/REVISE JOB DESCRIPTIONS AS NEEDED.
8. MAINTAIN TAX-EXEMPT STATUS BY FILING APPROPRIATE 501c3 FORMS, AND PERIODICALLY REVIEWING THAT THE WPFC IS CONDUCTING OPERATIONS IN A RIGHTFUL AND CHARITABLE MANNER, ADHERING TO FEDERAL TAX-EXEMPT REQUIREMENTS (SEE ARTICLE XII, SECTION G "PERIODIC REVIEWS").
9. SERVE AS A CONTENT EXPERT OF THE CURRENT AUTHORIZED EDITION OF "ROBERT'S RULES OF ORDER" FOR THE EXECUTIVE COMMITTEE.
10. PERFORM OTHER DUTIES AS ASSIGNED BY THE PRESIDENT OR THE BOARD OF DIRECTORS.
11. IF APPOINTED TO DO SO BY THE PRESIDENT, CONDUCT AN ANNUAL AUDIT OF THE WPFC FINANCIAL RECORDS AT THE CLOSURE OF THE FISCAL YEAR.

C. TREASURER - THE TREASURER SHALL

1. ASSIST THE EXECUTIVE COMMITTEE IN PREPARING THE PROPOSED ANNUAL BUDGET FOR PRESENTATION TO THE BOARD AND THE GENERAL MEMBERSHIP,
2. BE ONE (1) OF THREE (3) CO-SIGNERS ON CHECKS WITH THE PRESIDENT AND VICE PRESIDENT
3. BE RESPONSIBLE FOR MAINTAINING FINANCIAL RECORDS OF THE WPFC
4. BE RESPONSIBLE FOR ALL EXPENSE REIMBURSEMENTS, GRANTED RECEIPTS ARE SUBMITTED IN A TIMELY MANNER BY THE REQUESTOR, AND THE EXPENSE IS INTENDED TO SUPPORT EDUCATIONAL, AND/OR FUNDRAISING ACTIVITIES
5. BE RESPONSIBLE FOR ALL FINANCIAL TRANSACTIONS OF THE WPFC AND MAY, AT THE DISCRETION OF THE PRESIDENT, MONITOR AND PHYSICALLY CONTROL THE COLLECTION AND/OR DISBURSEMENT OF FUNDS AT ANY WPFC EVENT
6. BE RESPONSIBLE FOR DEPOSITING AND/OR WITHDRAWING CASH, CHECK, AND ONLINE PAYMENTS TO/FROM THE WPFC BANK ACCOUNT
7. PRESENT A STATEMENT OF FINANCIAL POSITION AT EACH BOARD AND GENERAL MEMBERSHIP MEETING, AS WELL AS AT THE END OF THE FISCAL YEAR AND BUDGET PLANNING MEETING EACH JULY.

8. WORK WITH THIRD-PARTY TAX PREPARATION ENTITY TO FILE ANNUAL WPFC TAX FORMS.
9. IF DEEMED BY THE PRESIDENT, PRESENT THE FINANCIAL RECORDS OF WPFC TO THE APPOINTED AUDITOR FOR THE FINAL AUDIT UPON CLOSURE OF THE FISCAL YEAR
10. WORK WITH 5TH GRADE TEACHERS TO COORDINATE AND KEEP RECORDS OF OUTDOOR ED PAYMENTS AND PAYMENT PLANS.

D. RECORDING SECRETARY - THE RECORDING SECRETARY SHALL

1. KEEP AN ACCURATE RECORD OF THE PROCEEDINGS OF ALL MONTHLY MEETINGS OF WPFC
2. TYPE, OR HAVE TYPED, THE MINUTES OF ALL WPFC BOARD MEETINGS, AND DISTRIBUTE TO THE EXECUTIVE BOARD AT LEAST ONE WEEK PRIOR TO THE NEXT MEETING TO ALLOW FOR REVIEW AND REVISION BEFORE THE MINUTES ARE VOTED UPON FOR APPROVAL.
3. AFTER APPROVAL, ENSURE ALL WPFC BOARD MINUTES ARE READILY AVAILABLE TO THE MEMBERS OF THE WPFC VIA THE FAMILY CLUB WEBSITE OR PRINTED COPY IN A DESIGNATED BINDER ON SCHOOL GROUNDS.

E. FUNDRAISING COORDINATOR - THE FUNDRAISING COORDINATOR SHALL

1. OVERSEE JOG-A-THON CHAIR, SIPPING & SUPPORTING CHAIR, CARNIVAL CHAIR, ONLINE FUNDRAISING CHAIR, SPIRIT-WEAR SALES, DINE AND DONATE COORDINATOR, AND ANY OTHER CHAIRPERSONS OF WPFC SPONSORED FUNDRAISING EVENTS.
2. SERVE AS CONSULTANT TO INDIVIDUAL EVENT CHAIRS TO HELP ESTABLISH AN APPROPRIATE TIMELINE AND BUDGET SUMMARY. PRESENT TO THE EXECUTIVE COMMITTEE ANY PLANS, PROPOSALS, AND STATUS UPDATES BY WHICH TO MEET THE GOALS AND OBJECTIVES OF THE WPFC
3. SUPERVISE ALL FUNDRAISING OPERATIONS BY STAYING IN CONTACT WITH EVENT CHAIRS DURING PLANNING STAGES AND AFTER EVENT, TO ENSURE THAT THE NEEDS OF FUNDRAISER ARE MET AND SUPPORTED.
4. CREATE AND DISTRIBUTE BUSINESS AND INDIVIDUAL SPONSORSHIP AND DONATION REQUEST CORRESPONDENCE.

F. COMMUNICATIONS CHAIR - THE COMMUNICATIONS CHAIR SHALL

1. ACTIVELY ENGAGE THE WEST PARK COMMUNITY VIA ONLINE COMMUNICATION CHANNELS, INCLUDING SOCIAL MEDIA, PRINTED MEDIA, PARENT SQUARE, AND THE WEST PARK FAMILY CLUB WEBSITE.

2. REGULARLY POST IMPORTANT SCHOOL INFORMATION ON THE WEST PARK ELEMENTARY SCHOOL COMMUNITY FACEBOOK PAGE AND THE WEST PARK ELEMENTARY SCHOOL PUBLIC FACEBOOK PAGE, AS WELL AS MONITOR MEMBER REQUESTS AND ACTIVITY IN THE CLOSED FACEBOOK GROUP IN COMPLIANCE WITH THE ESTABLISHED WEST PARK ELEMENTARY SCHOOL COMMUNITY GROUP RULES.
3. SERVE AS WEBMASTER, IF ABLE, FOR THE WEST PARK FAMILY CLUB WEBSITE.
4. WORK COLLABORATIVELY WITH OTHER BOARD MEMBERS AND EVENT CHAIRPERSONS TO ADVERTISE UPCOMING SCHOOL FUNDRAISERS AND EVENTS TO THE COMMUNITY THROUGH THE FAMILY CLUB WEBSITE AND FACEBOOK PAGES.
5. WORKS WITH HOSPITALITY CHAIR TO ASSEMBLE WPFC WELCOME PACKET FOR FIRST-TIME WEST PARK STUDENTS, AND FOR ALL STUDENTS AT BACK TO SCHOOL NIGHT.

G. BILINGUAL PARENT LIASON- THE BILINGUAL PARENT LIASON SHALL

1. PROVIDE ONGOING COMMUNICATION BETWEEN WPFC AND SPANISH-SPEAKING FAMILIES TO ENSURE INCLUSION AND ADEQUATE TRANSLATION OF IMPORTANT INFORMATION.
2. ACT AS A LIASON BETWEEN WPFC AND ENGLISH LEARNER ADVISORY COMMITTEE (ELAC) PARTICIPANTS. ATTEND MONTHLY ELAC MEETINGS AND SERVE AS A REPRESENTATIVE FOR BOTH CONSTITUENTS.
3. ASSIST ELAC PARTICIPANTS IN WPFC-SPONSORED FUNDRAISING EVENTS.

H. HOSPITALITY CHAIR- THE HOSPITALITY CHAIR SHALL

1. COORDINATE AND PROVIDE HOSPITALITY (REFRESHMENTS, SIGNAGE, FLYERS, ACTIVITIES) AT WPFC AND CERTAIN SCHOOL-SPONSORED EVENTS.
2. OVERSEE WPFC-INVOLVEMENT AT BACK TO SCHOOL NIGHT AND OPEN HOUSE. ORGANIZE FIRST DAY OF SCHOOL MEETUP, TEACHER APPRECIATION WEEK, AND ASSIST WITH 5TH GRADE PROMOTION RECEPTION.
3. COORDINATE THE ASSEMBLY OF WPFC WELCOME PACKET WITH THE COMMUNICATIONS CHAIR FOR FIRST-TIME WEST PARK STUDENTS, AND FOR ALL STUDENTS AT BACK TO SCHOOL NIGHT.
4. RESPONSIBLE FOR ONGOING STAFF APPRECIATION ACTIVITIES THROUGHOUT THE SCHOOL YEAR.

ARTICLE VII—DUTIES OF APPOINTED MEMBERS

THE MEMBERS APPOINTED AS CHAIRPERSONS SHALL

1. BE RESPONSIBLE FOR COORDINATING AND OVERSEEING ALL PLANNING FOR THE EVENT(S) TO WHICH THEY HAVE BEEN PLACED IN CHARGE.
2. BE RESPONSIBLE FOR RENDERING A WRITTEN REPORT TO THE BOARD UPON COMPLETION OF THE EVENT WHICH SHOULD INCLUDE FINANCES, ATTENDANCE, RECOMMENDATIONS, ETC.

ARTICLE VIII—MEETINGS

A. WPFC BOARD MEETINGS

ALL WPFC BOARD MEETINGS SHALL BE OPEN TO THE GENERAL MEMBERSHIP (EXCEPT FOR THE OFFICER HANDOFF MEETING IN JUNE AND THE BUDGET PLANNING MEETING EACH JULY), BUT ONLY THE WPFC BOARD SHALL VOTE. BOARD MEETINGS SHALL BE HELD APPROXIMATELY ONCE A MONTH. MEETINGS SHALL BE ON THE SAME DAY AND AT THE SAME TIME EACH MONTH, TO BE DETERMINED BY THE EXECUTIVE COMMITTEE. THE PRESIDENT SHALL CALL ADDITIONAL MEETINGS AS NECESSARY.

AT BOARD MEETINGS, A QUORUM OF 2/3 OF VOTING MEMBERS (EXECUTIVE COMMITTEE AND APPOINTED MEMBERS) IS NECESSARY TO TRANSACT BUSINESS. THE PRESIDENT WILL NOTIFY THE EXECUTIVE COMMITTEE OF THE MEETINGS, AND THE VICE PRESIDENT WILL CREATE THE AGENDA AND PROVIDE A COPY OF THE PREVIOUS MEETING'S MINUTES FOR APPROVAL.

AT LEAST ONE (1) WEEK NOTICE OF WPFC BOARD MEETINGS SHALL BE GIVEN TO THE GENERAL WPFC MEMBERSHIP, BY EITHER PUBLISHING IN THE WEST PARK NEWSLETTER OR VIA ONLINE COMMUNICATION MEANS.

EXECUTIVE COMMITTEE MEMBERS MUST BE PRESENT FOR MONTHLY BOARD MEETINGS, AND SHALL NOT MISS MORE THAN 2 MEETINGS PER FISCAL YEAR. IF MORE THAN 2 MEETINGS ARE MISSED, THE PRESIDENT HAS THE AUTHORITY TO REMOVE THE EXECUTIVE COMMITTEE MEMBER FROM HIS/HER POSITION AND FILL THE VACANCY.

ARTICLE IX—AMENDMENTS

THESE BYLAWS MAY BE AMENDED BY A TWO-THIRDS (2/3) VOTE AT ANY BOARD MEETING ASSUMING A QUORUM AND WILL BECOME EFFECTIVE IMMEDIATELY FOLLOWING SUCH VOTE. NOTICE IN WRITING SHALL BE POSTED AT WEST PARK ELEMENTARY AND AVAILABLE UPON REQUEST.

ARTICLE X—PARLIAMENTARY AUTHORITY

“ROBERT'S RULES OF ORDER NEWLY REVISED” SHALL GOVERN WPFC IN ALL CASES IN WHICH THEY ARE APPLICABLE AND NOT IN CONFLICT WITH THESE BYLAWS.

ARTICLE XI—SAVINGS CLAUSE

SHOULD ANY PROVISION OF THESE BYLAWS BE DECLARED INVALID OR INOPERATIVE BY ANY COMPETENT AUTHORITY OF THE FEDERAL OR STATE GOVERNMENT, THE BOARD SHALL HAVE THE AUTHORITY TO SUSPEND THE OPERATION OF THAT PROVISION ONLY

ARTICLE XII—CONFLICT OF INTEREST

A. 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 WPFC 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.

B. DEFINITIONS

1. INTERESTED PERSON

ANY DIRECTOR, 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.

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 WPFC HAS TRANSACTION OR ARRANGEMENT
- b. A COMPENSATION ARRANGEMENT WITH THE WPFC OR WITH ANY ENTITY OR INDIVIDUAL WITH WHICH THE WPFC HAS A TRANSACTION OR ARRANGEMENT
- c. A POTENTIAL OWNERSHIP OR INVESTMENT INTEREST IN, OR COMPENSATION ARRANGEMENT WITH, ANY ENTITY OR INDIVIDUAL WITH WHICH THE WPFC 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 ARTICLE XII, SECTION B-2, 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.

C. 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 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 IF 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 WPFC 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 WPFC '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 CONFLICTS 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 THE MEMBER HAS FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

D. RECORDS OF PROCEEDINGS

THE MINUTES OF THE GOVERNING BOARD AND ALL COMMITTEES WITH BOARD DELEGATED POWERS SHALL CONTAIN:

- a. THE NAMES OF THE PERSON(S) 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.

E. COMPENSATION

- a. A VOTING MEMBER OF THE GOVERNING BOARD WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM THE WPFC 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 WPFC FOR SERVICES IS PRECLUDED FROM VOTING ON MATTERS PERTAINING TO THAT MEMBER'S 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 WPFC, EITHER INDIVIDUALLY OR COLLECTIVELY, IS PROHIBITED FROM PROVIDING INFORMATION TO ANY COMMITTEE REGARDING COMPENSATION.

F. ANNUAL STATEMENTS

EACH DIRECTOR, PRINCIPAL OFFICER AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSON:

- a. HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY
- b. HAS READ AND UNDERSTANDS THE POLICY
- c. HAS AGREED TO COMPLY WITH THE POLICY
- d. UNDERSTANDS THE WPFC IS CHARITABLE AND IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR MORE OF ITS TAX EXEMPT PURPOSES.

G. PERIODIC REVIEWS

TO ENSURE THE WPFC OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED BY THE PARLIAMENTARIAN. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, INCLUDE THE FOLLOWING SUBJECTS:

- a. WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE, BASED ON COMPETENT SURVEY INFORMATION, AND THE RESULT OF ARM'S LENGTH BARGAINING.
- b. WHETHER PARTNERSHIPS, JOINT VENTURES, AND ARRANGEMENTS WITH MANAGEMENT ORGANIZATIONS CONFORM TO THE WPFC '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 IN AN EXCESS BENEFIT TRANSACTION.

H. USE OF OUTSIDE EXPERTS

WHEN CONDUCTING THE PERIODIC REVIEWS AS PROVIDED FOR IN ARTICLE XII. SECTION G, THE WPFC BOARD 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 PERIODIC REVIEWS ARE CONDUCTED