

Winterberry Parents Guild

Bylaws

Adopted by the Winterberry Parents Guild
on

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Winterberry Charter School
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PREAMBLE

The Winterberry Parents Guild (WPG) is a Parent Teacher Organization (PTO) affiliated with the Winterberry Charter School, as referenced in the bylaws of the Winterberry Charter Council (WCC). The WCC is the School's governing body; it makes all decisions about the School's staffing, budget and programs. The WCC holds the School to the vision stated in its Charter. The WCC operates within the framework of the Anchorage School District, which is the governing body for all public schools in Anchorage, Alaska.

The Winterberry Parents Guild (Guild) is a parents' group; its mission is to support the Winterberry Charter School and its teachers for the betterment of the children attending the School. The Guild comes together to solve problems, promote communications within the Winterberry community as a whole, discuss issues and to help decide where outside financial contributions are best spent. "Membership" in the Guild is open to all parents and teachers at the Winterberry Charter School, as well as other such persons interested and accepted by the Guild's Board of Directors.

The Guild is a non-profit organization registered within the State of Alaska and organized under Section 501 (c)(3) of the United States Government Internal Revenue Service Code of 1986. The following Bylaws apply to the Guild only; other instruments govern the actions of the Winterberry Charter School and the Winterberry Charter Council.

ARTICLE I

Name, Office, Fiscal Year and Governance

SECTION 1. Name. The name of the organization shall be "Winterberry Parents Guild," hereinafter be referred to as "the Guild" or "WPG".

SECTION 2. Office. The principal office shall be at the facility of Winterberry Charter School, which is currently located at 4802 Bryn Mawr Court, in Anchorage, Alaska.

SECTION 3. Fiscal Year. The fiscal year of the Guild shall coincide with that of the Winterberry Charter School, which in turn coincides with the fiscal year of the Anchorage School District (July 1 through June 30).

SECTION 4. Governance. The Winterberry Charter School shall have a Parents Guild, which shall be the Parent Teacher Organization as referred to in the Bylaws of the Winterberry Charter Council, hereinafter referred to as "WCC". The Guild shall be governed by the Board of Directors hereinafter described.

ARTICLE II

Purpose and General Responsibilities

SECTION 1. Purpose. The Guild is a nonprofit corporation dedicated to engaging in charitable and educational activities within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law, including but not limited to, supporting the Winterberry Charter School and its teachers for the betterment of the children attending the school, and for any other purpose for which a nonprofit corporation may be organized under the laws of the State of Alaska.

SECTION 2. General Responsibilities. The Guild's general responsibilities shall include:

- A. Supporting the Winterberry WCC in the fulfillment of the mission of Winterberry Charter School as stated in the Winterberry Charter School / Anchorage School District contract;
- B. Raising funds for the Winterberry Charter School, as provided for in the IRS Code Section 501 (c)(3).
- C. Dispersing funds in accordance with the applicable rules and regulations for purposes consistent with the Guild's charitable mission.
- D. Reviewing contracts for products and services consistent with its mission.
- E. Providing a forum for parents to engage in discussion and vocalize concerns.
- F. Organizing events in support of the school.

ARTICLE III **Membership**

SECTION 1. Members. The Guild corporation shall have no members.

SECTION 2. Associated Individuals. Association with the Guild is open to all parents and teachers at the Winterberry Charter School, as well as other such persons interested and accepted by the Guild's Board of Directors. Individuals associated with the Guild may be called "members," but common use of this term does not imply legal membership in the corporation itself. No individuals associated with the Guild shall act on his/her own in the name of the Guild unless so authorized by these Bylaws or by resolution of the Guild.

ARTICLE IV **Board of Directors**

SECTION 1. General Powers and Duties. Management of the affairs of the Guild shall be vested in its Board of Directors. The Board of Directors shall possess and may exercise any and all powers granted to the Guild under the Alaska Nonprofit Corporation Act and its Articles of Incorporations, subject to the limitations set forth in the Articles and these Bylaws.

SECTION 2. Members and Number of Officers. The number of Guild Board members constituting the entire Board of Directors shall be sufficient to allow for six officers, one faculty council representative, and one representative for every class. Additionally:

1. Each class shall elect a primary and secondary representative to the Guild Board. Each class shall determine its method of selecting its representative. For the purposes of the bylaws, the Winterberry Hybrid Program is considered a class and shall elect a primary and secondary representative. The Board shall elect, from its members, one representative to the WCC..
2. At the discretion of the Board, one position may be created for a corporate sponsor of the school.
3. Excepting the Faculty Representative , no voting Director shall be a paid staff member of the School, nor shall they be any other person who receives monetary compensation from the School (see also Section 10 below).

SECTION 3. Non-voting Board Members. The Principal or Acting Principal currently under contract to the Winterberry Charter School shall be a perpetual “ex officio” member of the Board, but shall have no vote. The secondary class representative is a non-voting board member – unless the secondary class representative is appearing on behalf of the primary class representative.

SECTION 4. Terms. The term of all elected Officers of the Board shall be two (2) years. It is the goal of these Bylaws that at any regular election of Officers will be conducted during the April meeting to allow for transition of newly elected officials. Officer elections will be conducted during the April meeting on the following schedule: President, Treasurer and WPG/WCC Liaison elections will be conducted on even numbered years; Vice President, Secretary, and Fundraising Chair on odd numbered years. The WPG Board may extend, but not shorten, the term of any Officer(s) if needed. A majority vote of the full WPG Board shall be required to extend any term.

SECTION 5. Term Limitations. There shall be no limitation on the number of consecutive or non-consecutive terms that any Officer may serve.

SECTION 6. Vacancies. Any officer vacancy occurring on the Guild Board shall be filled by majority vote of the remaining Directors. The replacement Officer shall be elected for the unexpired term of his/her predecessor. A primary class representative vacancy shall be filled by the secondary class representative. A secondary class representative vacancy shall be filled by the class parents according to any method they select.

SECTION 7. Compensation. Guild Board members shall receive no salary or other financial compensation for their services.

SECTION 8. Resignation. Any Officer may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified therein and, unless otherwise stated, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 9. Removal. Officers are expected to attend, at a minimum, all regular Guild Board meetings. Although absences at times cannot be avoided, the Board may remove any

Officer who fails to attend three (3) such meetings during his/her term. Removal shall require a majority vote of the Board, the Officer who is the subject to removal may vote.

SECTION 10. Conflict of Interest. Service on the Guild Board is a trust created in the interest of the Common Good and for the benefit of the Winterberry Charter School. It is the intent of these Bylaws to maintain the Winterberry community's confidence by preventing the use of membership on the Guild's Board of Directors for private gain or any other improper purpose.

ARTICLE V **Election of Directors**

SECTION 1. Calls for Election and Nominations. When officer positions on the Winterberry Parents Guild Board of Directors become vacant, the President or Vice President may call for elections of new officers. Any Board member may submit nominations to the Board for any vacancy that is to be filled, and elections may occur at any regular meeting of the Board. Note: Class and Faculty positions will be elected by their respective constituent body.

SECTION 2. Notification. At least ten days prior to the meeting during which an election for the Board of Directors will be held and as part of the general meeting notice, the Secretary of the Board shall give notice that an election will take place.

SECTION 3. Eligibility to Vote. The following are the only people eligible to vote in the elections for the Board of Directors, not to exceed one vote per person for each position open for election:

Parents or legal guardians of students enrolled in the School on the day of the election; teachers, and teachers aides and staff of the Winterberry Charter School employed by the Anchorage School District, each of whom must have a contract with the School effective on the date of the election.

SECTION 4. Casting of Ballots. Voting may occur in two ways:

- 1) The President or Vice President may call for a voice vote; or
- 2) The President or Vice President may call for a secret ballot.

Newly elected officers will assume their duties on the 1st of May for annual elections and immediately for vacancies. The results of elections shall be noted in the minutes of each meeting by the Board Secretary. Outgoing officers are requested to attend the next scheduled meeting after their term has ended to facilitate the transition of newly elected Officers.

ARTICLE VI **Officers**

SECTION 1. Officers. The six(6) officers of the Winterberry Parents Guild shall be President, Vice President, Secretary, Treasurer, WPG/WCC Liaison and Fundraising Chair each of whom must simultaneously be a member of the Board. The Guild Board may elect

or appoint such other officers, including one or more assistant secretaries, as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed, from time to time, by the members and Guild Board

SECTION 2. Election and Terms of Office. The term of all officers shall be two (2) years. New officers shall be elected annually by a majority of the persons eligible to vote under article V following the annual meeting of the Guild. The goal of the term is to provide for staggering of terms. If the election of officers shall not be held at such meeting, elections shall be held as soon thereafter as possible. There shall be no limitation on the number of consecutive or non-consecutive terms that any Officer may serve.

SECTION 3. Removal. Any officer may be removed from office, but not from the Board, by a majority vote of the full Guild Board whenever in its judgment the best interests of the School would be served thereby.

SECTION 4. Vacancies. A vacancy in any office may be filled by a majority vote of the full WPG Board for the unexpired portion of the term.

SECTION 5. President. The President shall be a parent member of the Guild, and shall be the presiding officer at all meetings of the Guild, including Board meetings. The President shall have such authority and perform such duties as shall be directed by the Board. The President will set the agenda for all general meetings.

SECTION 6. Vice President. The Vice President shall be a parent member of the Guild. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President or other Guild Board member designated by the President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the Board. The Vice President will be the primary point of contact for Teacher Training Requests to the Board and will monitor and report their progress to the appropriate individuals.

SECTION 7. Secretary. In the event the paid recording secretary is unavailable the Secretary will take meeting notes. The Secretary shall ensure that the minutes of Guild meetings to be kept in computer files and/or in one or more books provided for that purpose. The Secretary shall also see that all notices and agendas are duly given and posted in accordance with the provisions of these Bylaws or as required by law, keep an updated list of the mailing address, e-mail address, and telephone numbers of each Director and "member" of the Guild, as well as a current list of Winterberry volunteers. In general the Secretary shall perform such other duties as from time to time may be assigned to him/her by the Board. The Secretary is responsible for preparing and distributing the agenda based on the agenda set forth and approved by the President.

SECTION 8. Treasurer. Each October, the Treasurer in concert with the Officers shall present to the Guild Board the annual budget for the forthcoming year., and shall ensure that it justly supports the mission and goals of the WPG. The Treasurer will also present an

update on the budget at each Board meeting, and in all ways shall be accountable to the Guild Board. The Treasurer shall cause to be completed the audits specified in ARTICLE IX, SECTION 3 of these Bylaws. The Treasurer will serve as the financial liaison for all fundraising entities and will serve as the coordinator of all Guild funds.

SECTION 9. Fundraising Chair: The fundraising chair will coordinate fundraising efforts lead by the Guild and delegate support committees for each major effort or event. Together with the Treasurer, the Fundraising chair will propose fundraising goals to the WPG for each event based on historical financial data from each event. Fundraising goals will be included in the Budget.

SECTION 10. WPG/WCC Liaison. The Liaison shall be a parent member of the Guild. The Liaison shall attend all meetings of the Winterberry Charter Council (WCC) and the Winterberry Parent Guild (WPG) and shall provide information between both the WCC and the WPG to ensure communication, mutual understanding and cooperation is being facilitated between both boards.

SECTION 11. Faculty Council Representative: Faculty Council Representative shall be a member of the Faculty Council at Winterberry Charter School. The Faculty Council Representative will attend WPG meetings. The role of a WPG Faculty representative is to act as liaison between both entities provide information between both the WPG and The Faculty Council to ensure that communication, mutual understanding and cooperation is being facilitated between both boards. The Faculty Council Representative shall be responsible for ensuring request from the faculty are presented to the Board to include but not limited to teacher training request.

ARTICLE VII **Meetings**

SECTION 1. Annual and Regular Meetings. The Winterberry Parents Guild hereby formally adopts the Open Meetings Act, A.S. 44.62.310 et seq. (“The Act”). All meetings shall be conducted and all notices and agendas posted in accordance with the Act. If any portion of these Bylaws are more specific than the Act, than that portion of these Bylaws shall control over the Act, unless prohibited by law.

The annual meeting of the Guild Board shall be held during March in each year at a convenient and agreed time, for the purpose of electing members of the Board and for the transaction of such other business as may come before the meeting. If the annual meeting or election of membership to the Guild Board shall not be held on the day designated herein for any annual meeting and election, the Board shall cause the annual meeting and election to be held at a special meeting as soon thereafter as possible. The Guild Board shall also hold regular meetings, typically monthly but at least four (4) times a year. Parents, teachers, and staff members of the Winterberry Charter School are hereby invited to such meetings.

SECTION 2. Special Meetings. Special meetings of the Guild Board may be called by the President, Principal, or any three members of the Board. The Secretary shall notify Directors and WPG “members” as with other meetings.

SECTION 3. Place of Meetings. The Guild Board may designate any place within the City of Anchorage as the place of meeting for any annual meeting, regular meeting, or special meeting. If no designation is made, the place of meeting shall be at the Winterberry Charter School.

SECTION 4. Notice of Meetings. The WPG Secretary shall cause notice of annual, regular, or special meetings to be delivered, either personally, by mail, by facsimile, by posting at the school, or by e-mail, to each member of the Guild Board not less than one (1) day before the date set for such meeting. Notification shall state the place, day, and hour of any meeting. In addition, at least twenty-four (24) hours prior to each meeting, notice of and the agenda for each meeting shall be posted at the Winterberry Charter School. Issues not posted on the agenda may nonetheless be raised, discussed, and voted upon at any meeting.

SECTION 5. Informal Action by Members. Any action that otherwise may be taken at any meeting of the WPG Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed and agreed upon by greater than 50% of the members of the Guild entitled to vote with respect to the subject matter thereof in writing or e-mail.

SECTION 6. Quorum. Greater than fifty percent (50%+1) of the voting members of the WPG Board constitutes a quorum. Telephonic participation is permitted.

SECTION 7. Manner of Acting. The act of a majority of the members of the Guild Board at a meeting at which a quorum is present either in person or telephonically shall be the act of the Guild, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. Executive Sessions. All regular and special meetings of the Guild Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss matters including:

1. Attorney-client matters;
2. Contract proposals or negotiations; and
3. Other matters as determined by the President of the Guild Board.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Guild Board or permitted by law may be present during an executive session. The Guild Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or any other final action, be approved at any session which is closed to the general public. Matters discussed during the executive sessions shall remain confidential among those attending. The Secretary shall maintain topical minutes of all executive sessions.

SECTION 9. No Proxies. Members of the Guild Board may not vote by proxy. Voting of the Board may be conducted by email or by telephone when necessary at the discretion of the President.

ARTICLE VIII **Committees**

SECTION 1. Membership. The Guild Board, by resolution adopted by a majority of a quorum, may designate and appoint one or more committees to perform specific tasks. Committee members may include members of the Guild Board as well as others selected by the Board from a list of volunteers.

SECTION 2. Instructions and Responsibilities. Each committee shall be clearly instructed as to the length of time each member is being asked to serve, the service the Guild Board wishes each committee to render, the extent and limitations of responsibility, the resources the Board will provide, and the approximate dates on which the Guild Board wishes to receive reports. Recommendations of special advisory committees shall be based on research and fact and shall be advisory to the Guild.

SECTION 3. Powers and Prerogatives. All recommendations of a committee must be submitted to the Guild Board for official action. The Guild Board shall have the power to dissolve any committee and shall reserve the right to exercise this power at any time during the life of any committee.

SECTION 4. Meetings. Guild Committees shall comply with the requirements concerning public meetings that are specific in ARTICLE VII, SECTION 4 above.

ARTICLE IX **Contracts, Checks, Deposits, Funds and Accounting**

SECTION 1. Contracts. The Guild Board shall have the authority to enter into contracts, execute and deliver instruments, and otherwise legally bind the Guild. The Board may delegate this authority, either in specific instances or in general, to the Winterberry Charter School Principal or his/her designee, or to any officer of the Guild Board.

SECTION 2. Bank Accounts and Financial Transactions. All Guild monies shall be deposited in a bank account(s) in the name of the Winterberry Parents Guild. Signatories on any such accounts shall be the Officers of the Guild. Withdrawals or transfers from any Guild funds, bank accounts, budget transfers, and any expenditures more than Five Hundred Dollars (\$500.00) shall be approved by both the WPG Treasurer and one other Officer with Guild Board approval obtained for all major expenses and budget changes. Any expenditures or changes in the budget less than Five Hundred Dollars (\$500.00) shall require only the approval of the President.

SECTION 3. Accounting. The Treasurer or his/her designee shall present to the Guild Board at each regular meeting a ledger itemizing all income, expenses and budget transfers since

the prior regular meeting of the Guild. Copies of all accompanying bank account statements will be provided quarterly or upon request of the Board.. The Guild Board may at any time cause a full or partial independent audit of guild monies to occur.

ARTICLE X **Indemnification**

To the full extent permitted by the Alaska Nonprofit Corporation Act, as it now exists or is subsequently amended, the Guild may, to the maximum extent permitted by law and in the absence of School or Anchorage School District insurance, defend, hold harmless and indemnify all current and former members of the Guild Board, all persons who at the request of the Board have acted or not acted, and all persons currently or previously employed by the School, from and against any claims, civil or criminal, in which that person is made a party by reason, in whole or in part, of being or having been an Guild Director or “member,” at the request of the Guild Board have acted or not acted, or being or having been an employee of the School, when that person has acted within the course or scope of his or her duties to the School. Indemnification shall be provided by a majority vote of a quorum of the Guild, on a case-by-case basis.

ARTICLE XI **Limitation of Director Liability**

To the full extent permitted by the Alaska Nonprofit Corporations Act, as it now exists or is subsequently amended, regarding the limitation or elimination of the liability of Directors and Officers, a Director or Officer of the Guild shall not be liable to the Guild for monetary damages for breach of fiduciary duty as a director or officer. Any amendment or repeal of this section shall not adversely affect any right or protection of a Director or Officer for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

ARTICLE XII **Amendments to Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Guild Board who are present at any regular meeting or any special meeting (where a quorum is present), provided that the proposed change in the Bylaws has been submitted in writing to all of the members of the Guild Board and posted publicly in the School office at least two (2) days prior to the meeting at which the proposed change will come up for a vote. Proposed changes to the Bylaws may be submitted by any member of the Guild Board, by parents with students currently enrolled in the School, or by the Principal, Teacher-In-Charge, or teachers, each then under contract with the Winterberry Charter School, for consideration by the Guild Board.

CERTIFICATION

The undersigned Secretary of the Winterberry Parents Guild hereby certifies that the above Bylaws were duly adopted by the Board of Directors of the Guild on the _____ day of _____ 20____.

Secretary

President