

BYLAWS OF OV Parent Association

1. Article 1 – Mission Statement

The name of this organization shall be the OV Parent Association (hereafter referred to in these bylaws as “OVPA”). OVPA’s motto is *Supporting Our Village*.

We are parents and caregivers who want to make an investment for the betterment of our school by providing fundraising activities to purchase things like additional supplies, educational toys, activities, experiences, and funding for larger improvements on-site at Our Village Preschool (OVP) located in Burbank, California.

The OVPA exists for the educational and charitable purpose of enriching the learning experience of all attendees of OVP with the involvement of students, student families, and the school through active participation of as many parents, caregivers, and community supporters as possible through fundraising, volunteering, and OVP/OVPA events.

2. Article 2 - Fundraising

The fundraising activities OVPA will conduct to support OVP may include, but are not limited to, the following:

- a. Raffles – Each year we will raffle several baskets filled with donated items
- b. Restaurant nights – the participating restaurant donates a portion of sales for select date(s) to OVPA
- c. Bake Sales – donated items are sold for donations
- d. Art, Materials or Candy fundraisers – a percentage of the sold items' proceeds are donated to OVPA
- e. Annual Gala
- f. The OVPA will accept any lawful and proper donations from parents, caregivers, community members, and companies, etc.

3. Article 3 – Membership, Executive Committee and Structure

- a. Membership:
 1. **Members:** Every parent or legal guardian of Our Village Preschool that volunteers for the OVPA is a member of the OVPA. All members shall be invited to and have the right to attend meetings and events sponsored by OVPA, serve on the Committees (in accordance with the process set out below), have voting rights on business decisions and be nominated and elected to office.
 2. **Meetings:** There shall be at least one monthly membership meeting (including the member meeting in May at which the officers are elected). The meeting schedule will be determined with consideration of the school’s yearly calendar. Meetings may be held in-person, by audio or video conference call or a hybrid of the foregoing.

3. **Head of School:** The administration of OVP will designate a representative to liaise with the OVPA (currently anticipated to be Krista Heske or Nikki Combs and hereafter a “Head of School”). The Head of School shall be encouraged to attend meetings but shall be a non-voting member of the OVPA. The Head of School will assist in making the details of the Member Meetings known in the school electronic newsletter.
 4. **Special meetings:** Special meetings may be called by the President, any two members of the Executive Committee, or five OVPA members submitting a written request to the Secretary. Notice of the special meeting shall be sent to OVPA members at least 5 days prior to the meeting by flyer or newsletter inclusion.
 5. **Quorum:** A quorum shall be three (3) members of OVPA.
 6. **"Robert's Rules of Order"** shall govern meetings when they are not in conflict with the OVPA’s bylaws.
 7. **Timing:** Meetings may take place by phone and/or video conference call instead of in-person, assuming a quorum.
- b. **Executive/Nominating Committee:**
1. An Executive Committee, comprising the roles of four officers, shall be formed. The Executive Committee is comprised of the following elected officers: President, Vice President, Treasurer and Secretary. The affairs, activities and operation of OVPA shall be managed by the Executive Committee who shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws.
 2. A Nominating Committee, comprised of the Executive Committee and Head of School is responsible for soliciting nominations for the subsequent year's Executive Committee and Committee Chair (see below in Article 3.c(1)) positions.
- c. **Appointed Positions**
1. Committee Chairs are in charge of working closely with the Executive Committee to organize, support and execute various events. Descriptions of Committee Chair positions can be found in an addendum to the Bylaws. Committee chairs may be formed of members of the Executive Committee And/or other OVP Parent/Guardian volunteers from time to time.
 2. Each classroom will nominate up to three (3) room parents (“Room Parents”). Room Parents will be selected by the classroom teacher/s. OVP Parents/Guardians will have the opportunity to express an interest in being a Room Parent through the first week of school. Room Parent selection will be communicated by the third week of school. The roles of the Room Parent are to facilitate communication amongst the parents of the children in a particular classroom and to help organize, support and recruit volunteers to provide supplies and assistance for classroom events and activities as requested by the teacher. A listing of Room Parent Responsibilities can be found in an addendum to the Bylaws.
- d. **Change of Appointment:** Committee Chairs and Room Parents may change by a vote of the Executive Committee in coordination with the Head of School.

4. Article 4 - Officers

- a. Designation of Officer: The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. A Head of School shall serve as a non-voting member of OVPA's board of directors.
- b. Qualifications: Any volunteer parent or guardian of an enrolled child at Our Village Preschool is eligible to run for office.
- c. Nomination, Election and Term of Office:
 - 1. **Nominations.** A call for nominations to the OVPA is done at least one month prior to the last meeting of the school year (i.e., the May Meeting). The Nominating Committee shall compile the list of candidates for each office and present the slate of officers at the May Meeting.
 - 2. **Elections:** Elections will be held at the last meeting of the school year (i.e., the May Meeting).
 - 3. **Eligibility.** All nominees are eligible for office if they are members of the school community in good standing. Prospective nominees must attend the election meeting (i.e., the May Meeting) in-person for election consideration. Nominees should have a proven leadership record, an obvious interest in the school's welfare, have a sincere desire to work closely with school administration and be an active, positive advocate for the school.
 - 4. **Voting:** Voting shall be by voice vote when the slate is presented. If more than one person is running for the same office, a ballot vote shall be taken.
 - 5. **Terms of Office.** Officers are elected for one year and may serve no more than two consecutive terms in the same office. Each person elected shall hold only one office at a time.
- d. Removal and Resignation: Any officer may be removed, either with or without cause, by the Board of Officers, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- e. Vacancies: If there is a vacancy in the office of President, the Vice President will become the President. If there is a vacancy in any other office, the Nominating Committee will call for nominations. They will recommend a candidate for vote at the next monthly meeting or a special meeting called with at least 5 days' notice
- f. Duties:
 - 1. **Duties of President:** The president shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the officers and committees to ensure that the purpose of the Parent Association be served. They shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws.

2. **Duties of Vice President:** In the absence of the president, or in the event of their inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws.

3. Duties of Secretary

The secretary shall:

- i. Keep at the principal office of OVPA or at such other place as the board may determine, (including electronically via DropBox) a book of minutes of all meetings of the members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- ii. Ensure that the minutes of meetings of the OVPA, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded.
- iii. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- iv. See that all notices are duly given in accordance with the provisions of these bylaws.
- v. Exhibit at all reasonable times to any officer of the corporation, on request, the bylaws, the membership book, and the minutes of the proceedings of monthly meetings of OVPA.

4. Duties of Treasurer

The treasurer shall:

- i. Have charge and custody of, and be responsible for, all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, credit unions, trust companies, or other depositories as shall be selected by the board of officers.
- ii. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- iii. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of officers, taking proper vouchers for such disbursements.
- iv. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- v. Exhibit at all reasonable times the books of account and financial records to any officer of the corporation, or to his or her agent or attorney, on request therefor.
- vi. Render to the president and officers, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the corporation.
- vii. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- viii. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, which may be assigned to them from time to time by the board of officers.

g. Compensation

All OV Parent Association Board members are unpaid, voluntary positions. All reasonable expenses incurred in the furtherance of the organization's business are allowed to be reimbursed provided that they were approved in writing prior, and have supporting documentation, in accordance with the organization's financial policies.

5. Article 5 – Finances

- a. Revenues from fundraising efforts by OVPA are included in the Parent Association operating budget which shall be kept in a separate bank account. The Treasurer shall be the primary signatory of such bank account and the President shall be the secondary signatory.
- b. The Executive Committee develops budgetary guidelines for Committees and events, based upon previous years' expenses, the programs and events planned and the estimated revenues of the OVPA. The prospective budget is presented at the first monthly OVPA meeting of the school year.
- c. The Treasurer shall keep accurate records of any disbursements and income and shall present these to the OVPA at monthly meetings upon request.
- d. The Treasurer is required to sign all reimbursement forms. Approved reimbursement forms are then presented for payment.
- e. The Treasurer shall prepare a financial statement by the end of the school's fiscal year.
- f. At the end of the fiscal year, a balance of \$1,000 must remain in the Parent Association operating budget. Any excess funds will be held or spent for the benefit of the school with the approval of the Head of the School.

6. Article 6 IRC 501(c)(3) Tax Exemption Provisions

a. Limitations on Activities

- 1. No substantial part of the activities of the OVPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 2. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- b. Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to reimburse reasonable, OVPA-related pre-approved expenses and to make payments and distributions in furtherance of the purposes of this corporation.
- c. Distribution of Assets: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

7. Article 7- Indemnification

Each member of the Executive Committee, officer or employee of the OVPA may be indemnified by the OVPA against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon such members of the Executive Committee, officer or employee in connection with any threatened, pending or completed action, suit or proceeding to which he/she may become involved by reason or his/her having being or having been a member of the Executive Committee, officer or employe of OVPA, or any settlement thereof unless adjudged therein to be liable for gross negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Executive Committee approves such settlement and reimbursement as being in the best interest of OVPA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights when such member of the Executive Committee, officer or employee is entitled.

8. Article 8 - Conflict of Interest Policy

- a. Purpose of Conflict-of-Interest Policy: The purpose of this conflict of interest policy is to protect this tax-exempt corporation'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 corporation or any "disqualified person" as defined in Section 4958(f)(l) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(l)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(l) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the

IRS Regulations, 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:
 - i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the Executive Committee or other appropriate board as may exist from time to time decides that a conflict of interest exists.

3. Conflict of Interest Avoidance Procedures:
 - i. **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.
 - ii. **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, they 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.
 - iii. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. 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.

After exercising due diligence, the governing board or committee shall determine whether the OVPA 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.

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 OVPA'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.

- iv. **Violations of the Conflicts of Interest Policy.** 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.

If, after hearing the member's response and after making further investigations 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.

4. **Records of Board and Board Committee Proceedings:** The minutes of meetings of the governing board and all committees with board delegate powers shall contain:
 - i. 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 board or committee's decision as to whether a conflict of interest in fact existed.
 - ii. 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.
5. **Annual Statements:** Each director, principal officer, and member of a committee with governing board powers shall annually sign a statement which affirms such person:
 - i. has received a copy of the conflicts of interest policy;
 - ii. has read and understands the policy;
 - iii. has agreed to comply with the policy; and
 - iv. understands the corporation 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.

6. Periodic Reviews: To ensure the corporation 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. The periodic reviews shall, at a minimum, include the following subjects:
 - i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation'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.

7. Use of Outside Experts: When conducting the periodic reviews as provided for in Section 6, the corporation 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.

9. Article 9 - Revision of Bylaws

These Bylaws may be amended at any regular or special OVPA meeting, providing that notice was given at the prior meeting in writing and then sent to all members of the Parent Association by the Secretary. Notice may be given by postal mail or e-mail, which can include access via the school's newsletter. Amendments will be approved by a majority vote of those present, assuming a quorum.

BYLAWS OF OV Parent Association

Signature Page

President:

Melanie Jackson – Signature and Date

Vice President:

Karolin Barnes – Signature and Date

Secretary:

Vanessa Grunstein – Signature and Date

Treasurer:

D. Sarah Humphries-Varosky – Signature and Date

ADDENDUM

I. Parent Association Activities

- a. **Fundraising Committee:** Committees may be formed to develop and communicate other sources of funding, such as the Scrips program, as well as investigate new fundraising sources.
- b. **Special Events Committee:** Special Activities Initiated by the School Administration and Supported by the Parent Association (e.g. Halloween parade).
- c. **Room Parent:** Each classroom will have a lead room parent and possibly one or more assistants who will work closely with the Parent Association.

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