

BYLAWS
OF
*PARENT COOPERATIVE EDUCATION PROGRAM OF THE EDMONDS
SCHOOL DISTRICT NO. 15*

ARTICLE I
NAME AND PURPOSE

The name of this organization is Parent Cooperative Education Program of the Edmonds School District No. 15 (“PCEP”), a Washington miscellaneous corporation. The PCEP is a Kindergarten through Eighth Grade education program that enhances children’s learning experiences by allowing parents to take an active role in their child’s education.

ARTICLE II
IDENTIFICATION

The PCEP was incorporated on February 15, 1994 and was granted tax-exempt status under Internal Revenue Code Section 501(c)(3) on December 13, 1994. The PCEP is registered with the Washington Secretary of State under the Charitable Solicitation Act, Revised Code of Washington (RCW) Chapter 19.09.

ARTICLE III
OFFICES

The principal office of the PCEP shall be located at 8500 200th St. S.W., Edmonds, Washington or such other place as the Board may designate. The PCEP may have such other offices within the State of Washington as the Board may designate or as the business of the PCEP may require from time to time.

ARTICLE IV
MEMBERSHIP

4.1 Classes of Members.

The PCEP shall have one class of members. Any parent, guardian or other adult standing in loco parentis of a child attending Maplewood Parent Cooperative in the Edmonds School District (“Maplewood”) shall be a member of the PCEP.

4.2 Voting Rights.

4.2.1 Each member shall be entitled to one vote upon each issue submitted to the members for a vote, regardless of the number of children in the family who attend Maplewood.

4.2.2 Each member entitled to vote at an election of Officers may cast one vote for as many persons as there are Officers to be elected and for whose election such member has a right to vote. Each member shall have a right to vote for one (1) Board Representative per grade level in which that member has a child enrolled.

4.3 Annual Meeting.

The annual meeting of the members shall be held in April of each year for the purpose of electing Officers and transacting such other business as may properly come before the meeting. Voting may be by voice if only one (1) candidate is nominated for office. A simple majority of ballots or voice votes counted will constitute election. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

4.4 Regular Meetings.

Regular meetings of the members shall be held on the second Tuesday of the month, from September through June, exclusive of December.

4.5 Special Meetings.

The President, the Board, or not less than 25% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

4.6 Place of Meetings.

All meetings of members shall be held at the principal office of the PCEP or at such other place within the Edmonds School district, Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

4.7 Notice of Meetings.

The President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, provided that notice of the regular meetings and the annual meeting established in Sections 4.3 and 4.4 of these Bylaws shall not be required. At any time, upon the written request of not less than 25% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may

fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting within the Edmonds School District, Washington. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the PCEP with postage thereon prepaid. Notice may be given through the electronic communication media used by Maplewood to communicate with families, including, but not limited to, the Newsflash and e-mail, provided that any family without access to electronic communication media shall be entitled to receive notice by first class mail to their address as it appears in the records of the PCEP.

4.8 Waiver of Notice.

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.9 Quorum.

Seventy-Five (75) or more of the PCEP entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

4.10 Manner of Acting.

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

4.11 Proxies.

Proxies shall not be permitted.

ARTICLE V

BOARD

5.1 General Powers.

The affairs of the PCEP shall be managed by a Board. The PCEP shall not have directors.

5.2 Number.

The Board shall consist of the President, Vice President of Committees, Vice President of Classrooms, Secretary, Treasurer, Assistant Treasurer, nine (9) Board Grade Representatives (one from each grade level), the Public Relations Coordinator, the Principal of Maplewood and four (4) teacher representatives of Maplewood. The composition of the Board may be changed from time to time by amendment to these Bylaws approved by the members of the PCEP.

5.3 Qualifications.

Elected Board members must be members of the PCEP.

5.4 Appointed Members.

There shall be one (1) teacher representative on the Board representing the Early Elementary classes (K-3), Upper Elementary classes (4-6), Middle School classes (7-8) and Specialists. They shall be elected or appointed as determined by the Principal. The Principal serves on the Board, but is not elected to the Board. See Section 6.2 for election of the officer members of the Board.

5.5 Term of Office.

See Section 6.2.

5.6 Annual Meeting.

No annual meeting of the Board shall be required.

5.7 Regular Meetings.

The Board shall generally meet on the fourth Tuesday of every month from August through May, exclusive of December. The President may re-schedule a regular meeting of the Board as circumstances may require.

5.8 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two members of the Board or, in the case of a committee meeting, by the chairperson of the committee. Special meetings shall be held at Maplewood unless the building is unavailable for use, in which case the person or persons calling the special meeting may fix any place in the Edmonds School District as the place for holding the special meeting called by them.

5.9 Meetings by Telephone.

Meetings of the Board may not be conducted by telephone. Meetings of a committee designated by the Board may be conducted by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.10 Place of Meetings.

All meetings shall be held at Maplewood or, if the building is unavailable, at such other place within the Edmonds School District designated by the Board or by any persons entitled to call a meeting.

5.11 Notice of Special Meetings.

Notice of special Board or Board-designated committee meetings shall be given to a member of the Board or committee, as applicable, in writing or by personal communication with such person not less than three days before the meeting. Notices in writing may be delivered or mailed to the person at his or her address shown on the records of the PCEP or to the e-mail address shown on the records of the PCEP. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. If notice is given by personal communication or by e-mail, the notice shall be effective upon receipt.

5.12 Waiver of Notice.

5.12.1 In Writing.

Whenever any notice is required to be given to any member of the Board or a committee designated by the Board under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

5.12.2 By Attendance.

The attendance of a member of the Board or a committee designated by the Board at a meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.13 Quorum.

A majority of the members of the Board in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

5.14 Manner of Acting.

The act of the majority of the Board present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

5.15 Presumption of Assent.

A member of the Board present at a Board meeting at which action on any business matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such person files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the PCEP immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member of the Board who voted in favor of such action.

5.16 Resignation.

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Written notice may be by e-mail. The e-mail must be printed out by the President or Secretary and maintained in the Secretary's records of PCEP business. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.17 Removal.

See Section 6.4.

5.18 Vacancies.

See Section 6.5.

5.19 Executive Committee.

5.19.1 Membership.

The Executive Committee serves as an advisory group to both parents and Maplewood administration. The Executive Committee consists of the President, Vice

President of Classrooms, Vice President of Committees, Secretary, Treasurer and Principal of Maplewood.

5.19.2 Meetings.

The Executive Committee shall generally meet two (2) times monthly from September through June.

5.19.3 Quorum; Manner of Acting.

A majority of the members of the Executive Committee shall constitute a quorum, and the act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

5.20 Compensation.

The Board shall receive no compensation for their service as members of the Board, but may receive reimbursement for expenditures incurred on behalf of the PCEP, as provided in the policies, procedures and guidelines of the PCEP.

ARTICLE VI

OFFICERS

6.1 Number and Qualifications.

The officers of the PCEP shall be a President, Vice President of Committees, Vice President of Classrooms, Secretary, Treasurer, nine (9) Board Grade Representatives (one from each grade level) and the Public Relations Coordinator. These officers have authority and perform such duties as are provided in these Bylaws or as may be provided in the “PCEP Leadership Positions” policy.

Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. No person may hold two or more offices at the same time.

6.2 Election and Term of Office.

The President, Vice President of Committee, Vice President of Classrooms, Secretary, Treasurer, Assistant Treasurer and Public Relations Coordinator shall be elected at the April meeting of the members of the PCEP. The nine (9) Board Grade Representatives shall be elected at the April meeting of the members of the PCEP by the members of the PCEP who will have a child in the grade to be represented by such Grade Representative during the immediately following school year. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for one year commencing on July 1 of the year in which they are elected to office. No officer may serve in the

same office for more than two (2) consecutive terms.

6.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Written notice may be by e-mail. The e-mail must be printed out by the President or Secretary and maintained in the Secretary's records of PCEP business. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 Removal.

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the PCEP would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer elected by the members of the PCEP may be removed by majority vote of the members entitled to vote for the office held by the officer sought to be removed, provided a quorum of members is present at the meeting of members at which the vote to remove the officer occurs. An officer who is to be removed by the Board or by the members of the PCEP is entitled to not less than ten (10) days' written notice of the meeting at which the vote to remove such officer is to be taken.

6.5 Vacancies.

Except as otherwise provided in these Bylaws, a vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board. If an interim President is required, the Executive Committee shall appoint one of the Vice Presidents to preside for the remainder of the term. The Board shall then appoint a replacement Vice President for the remainder of the term.

6.6 Committees.

6.6.1 Nominating Committee.

The Nominating Committee shall:

Be elected by PCEP members, generally at the February meeting
Consist of not less than three (3) members of the PCEP
Recruit nominees for all Board positions

6.6.2 Budget Committee.

The Budget Committee shall:

Be appointed by the President in March

Consist of not less than five (5) members of the PCEP

Be led by the Treasurer

Deliver a budget proposal to govern program revenue and expenditures to the Board in April

6.6.3 Financial Review Committee.

The Financial Review Committee shall:

Be appointed by the President in July

Consist of not less than three (3) members of the PCEP, none of whom may have had responsibility for the financial records or have any member of their household who may have had responsibility for the financial records of the PCEP for the year for which the financial review is to be conducted

Review the PCEP's financial records as soon as practicable after the records have been closed for the fiscal year

Report the results of the financial review to the Board

6.6.4 Surplus Committee.

The Surplus Committee shall:

Be appointed by the President in September if there is budget surplus as determined by the PCEP Budget Reserve Guidelines policy

Consist of not less than five (5) members of the PCEP

Present a Surplus spending proposal package to the Board in October

6.6.5 Other Committees.

Committees shall provide program and curriculum support as established by the needs of the PCEP

ARTICLE VII

ADMINISTRATIVE PROVISIONS

7.1 Books and Records.

The PCEP shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each member, and of the name and post office address of each officer; and such other records

as may be necessary or advisable. All books and records of the PCEP shall be open at any reasonable time to inspection by any member of the PCEP upon five (5) days written notice of the records sought to be inspected and the purpose of the inspection.

7.2 Accounting Year.

The accounting year of the corporation shall be the twelve months ending June 30.

7.3 Registered Agent and Office.

The registered agent of the PCEP shall be a member of the Board, as selected by the Board or on a volunteer basis.

7.4 Rules of Procedure.

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

7.5 Expenditures

An annual budget shall be approved at the May parent meeting for the following school year to govern expenditures for the program. Budget surplus will be managed according to the PCEP Budget Reserve Guidelines policy.

The Board shall be responsible for approving unbudgeted expenditures of up to \$100.00. All PCEP checks require two signatures. The PCEP President, Treasurer and Assistant Treasurer are authorized check signers.

7.6 Non Discrimination.

The PCEP will comply fully with all applicable state or federal statutes and regulations forbidding recipients of state or federal financial assistance from discriminating on the ground of race, color, gender, national origin, age, handicap, or sexual orientation.

7.7 Conflict of Interest.

No Officer or Member of the PCEP shall have any personal financial interest, direct or indirect, in any activity undertaken by the PCEP. No Board member, committee member, or Officer shall receive compensation for their service, but may receive reimbursement for approved expenditures incurred on behalf of the PCEP. Board Officers and Members of the PCEP shall be eligible to apply for any PCEP scholarship funds.

7.8 Dissolution.

The organization may be dissolved with previous notice (14 calendar days), two-thirds vote of those present at the Board meeting and thereafter, two-thirds vote of those present at the general meeting. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the member's approval, spent for the benefit of the school.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the members at a regular or special meeting at which a quorum is present, provided that the proposed amendments have been presented in writing at the last Board meeting immediately preceding the meeting at which the vote is scheduled to take place.

The foregoing Bylaws were adopted by the members of the PCEP on _____
_____.

Secretary