

Bylaws of The Menlo School Parents Association

ARTICLE I – NAME AND PURPOSE

Section 1: Name

The name of the organization shall be the Menlo School Parents Association (hereinafter referred to as "MSPA").

Section 2: Purpose

The purpose of the MSPA shall be:

1. To build community among students, parents, faculty and staff of Menlo School.
2. To conduct activities that enrich the Menlo School experience and community for students, parents, faculty and staff.
3. To provide a forum for the exchange of ideas, issues and concerns involving the Menlo School community.
4. To make recommendations for action to the Head of School, Directors of the Upper and Middle School divisions, and the Board of Trustees, and to support all policies and decisions of the Board and the school administration.
5. To engage in fundraising activities to support MSPA initiatives that serve the Menlo School community and outside community partners.

Section 3: Permitted Activities

As a volunteer-run division of Menlo School, a 501(c)(3) corporation, the MSPA will only take part in those activities that are permitted of an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE II – OFFICE

Section 1: Principal Office

The principal office of the MSPA for the transaction of its business is located in San Mateo County, California. The mailing address of the principal office shall be:

Menlo School Parents Association
c/o Menlo School
50 Valparaiso Avenue
Atherton, CA 94027

Section 2: Change of Address

The county of the MSPA’s Principal Office can be changed only by amendment of the Bylaws and not otherwise. The MSPA Council may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below. Such changes of address shall not be deemed an amendment of these Bylaws.

Address: _____

Dated: _____

Signed: _____

MSPA Council Secretary

Additional address changes may be made without amending the Bylaws by affixing the address change, date and Secretary’s signature to this document.

ARTICLE III – MEMBERS

Section 1: Definition

All parents, stepparents, guardians or parties involved in the welfare of a student currently enrolled in Menlo School shall be considered members of the MSPA.

Section 2: Rights & Duties

All members of the MSPA are strongly encouraged to:

- a) Support the Menlo School community’s goals, procedures and policies identified in the applicable Student Handbook.
- b) Support the work of the MSPA through volunteerism.
- c) Stay informed of MSPA activities and initiatives through regular reading of electronic newsletters or communications, the school calendar and attendance at MSPA meetings and grade level events.
- d) Participate in the MSPA leadership selection process by nominating qualified individuals, including self-nomination.

ARTICLE IV – MSPA COUNCIL

Section 1: Composition

The MSPA Council (hereinafter referred to as "MSPA Council" or "Council") shall be composed of the Upper School President, Middle School President (hereinafter referred to collectively as "Co-Presidents"), Secretary, Treasurer, VP Co-President Elects, and other Vice Presidents as designated by the Co-Presidents such that the total number of MSPA Council members shall be no fewer than 12 nor more than 15. The Head of School, and the Directors of the Upper and Middle School divisions, shall serve as non-voting advisors to the Council. The Co-Presidents

shall act as Co-Chairpersons of the Council and they shall also serve as *ex officio* members of the Menlo School Board of Trustees for the duration of their terms.

Section 2: Powers

The activities and affairs of the MSPA shall be conducted by, and all powers shall be exercised by or under, the MSPA Council.

Section 3: Duties

It shall be the duty of the MSPA Council to:

- a) Supervise all Council members and other volunteers of the MSPA to assure that their duties are properly performed.
- b) Fix the hour and place and attend all meetings of the MSPA Council and meetings of the membership.
- c) Work at all times with the Head of School, the Directors of the Upper and Middle School divisions, or their respective designated representatives.
- d) Maintain current job descriptions and responsibilities of each member of the MSPA Council, to be updated and turned over to successor Council members at or around the time of the first meeting of the incoming MSPA Council in May of each year.
- e) Carry out the day to day activities of the MSPA.

Section 4: Election of Council Members

- a) The Co-Vice Presidents Nominating shall serve as the Co-Chairpersons of the Nominating Committee and shall appoint members to serve on the Nominating Committee as needed. Such members may include the VP Co-President Elects, current members of the MSPA Council, and members at large from the MSPA membership.
- b) The Co-Vice Presidents Nominating shall solicit names from the community of qualified persons interested in serving in the various positions of the MSPA Council by publishing a request for nominations in the school's weekly electronic newsletter or communication. The Co-Vice Presidents Nominating shall also ask current MSPA Council Members to submit nominations for the various Council member positions.
- c) The Co-Vice Presidents Nominating will convene and preside over meetings of the Nominating Committee and will present to the Committee the names of nominees and the various MSPA Council positions for which individuals are being considered. The Nominating Committee will develop a slate of candidates to fill the MSPA Council Member roles. The Co-Vice Presidents Nominating will communicate with the candidates being considered for the purpose of securing their commitment to serve in the various MSPA Council positions.
- d) The slate of proposed candidates will be presented to the MSPA Council before being forwarded to the general membership for vote.
- e) Notice of the election and the proposed slate of MSPA Council members will be communicated in writing, via electronic newsletter or other electronic communication, to the general MSPA membership at least seven (7) days prior to the membership

meeting designated by the Co-Vice Presidents Nominating for the election. The notice shall outline the slate of proposed MSPA Council Members and call for a vote of approval at the designated membership meeting.

- f) At the meeting noticed for election, the Co-Vice Presidents Nominating shall call for a vote to approve the slate of nominees for the MSPA Council. A vote in favor of the slate by a majority of the members present at the meeting shall constitute an election of the proposed slate.

Section 5: Term of Office

Each MSPA Council member shall hold office for one (1) fiscal year commencing July 1st and continuing through June 30th of the following year. However, a period of transition between the current MSPA Council and incoming MSPA Council will begin in the spring of each year and end on June 30th.

Section 6: Removal or Resignation

Any Council member who shall be absent without prior excuse three consecutive times from regular meetings of the MSPA Council may be removed by a vote of the MSPA Council. A Council member may resign effective upon giving written notice to the Co-Presidents or the MSPA Council unless such notice specifies a later date for the effectiveness of such resignation.

Section 7: Vacancies

Any vacancy that occurs on the MSPA Council during a term shall be filled by appointment by the Co-Presidents with the approval of the MSPA Council. Persons filling a vacant Council position shall serve in that position until the end of the term of the Council member he/she replaces.

Section 8: Non-liability of Council Members

The MSPA Council and its individual Council members shall not be liable for the debts, liabilities, or other obligations of the MSPA.

ARTICLE V – COMMITTEES

Section 1: MSPA Committees

The MSPA Council shall establish such committees (including grade level parent teams) as may be deemed necessary to implement the programs and activities of the MSPA. The chairperson of each committee shall be appointed by the Co-Presidents, in consultation with the Council Vice Presidents. The term of each chairperson shall be for one year commencing on July 1st and continuing through June 30th of the following year. However, a period of transition between the current committee chairs and incoming committee chairs will begin in the spring of each year and continue through June 30th, or such other period as is reasonable for the requirements of the committee.

Section 2: Duties

Each committee chairperson shall:

- a) Be a member of the MSPA.
- b) Appoint such committee members as are necessary to carry out the business of the committee.
- c) Be responsible for notifying all committee members of the time and place of all committee meetings.
- d) Oversee the taking of minutes at all committee meetings as deemed necessary.
- e) Carry out the specific activities, requirements, business and programs in order to achieve the objectives and purpose of the particular committee.

ARTICLE VI -- MEETINGS

Section 1: Regular Membership Meetings

- a) There shall be such meetings of the MSPA membership as are deemed necessary by the MSPA Council. Regular membership meetings may be held as separate Upper School or Middle School membership meetings, or they may be held jointly for the entire MSPA membership as determined by the Co-Presidents.
- b) The membership shall be apprised of regular membership meeting dates at the beginning of each school year by publication on the school calendar, electronic newsletters or communications, e-mail or other means reasonably calculated to give notice to the membership.

Section 2: Special Membership Meetings

Special membership meetings may be called by the Co-Presidents or upon the written request of three members of the MSPA Council. Notice must be given to the membership 48 hours prior to the meeting and may be by publication on the school calendar, electronic newsletters or communications, e-mail or other means reasonably calculated to give notice to the membership.

Section 3: MSPA Council Meetings

- a) There shall be such meetings of the MSPA Council as are deemed necessary by the Co-Presidents.
- b) MSPA Council members shall be apprised of Council meeting dates by publication on the school calendar, e-mail or other means reasonably calculated to give notice to the Council members.
- c) Regular meetings of the MSPA Council may be held without notice to the membership.
- d) Attendees at Council meetings shall include MSPA Council Members, administrative advisors and other invited guests as deemed appropriate by the Co-Presidents.

Section 4: Agendas and Procedures

- a) The Co-Presidents shall set the agendas for all meetings of the MSPA Council and membership.
- b) The Co-Presidents shall preside over meetings of the MSPA Council and meetings of the general MSPA membership. The Upper School and Middle School Presidents shall preside over separate meetings of the Upper School and Middle School memberships, respectively. If the Co-Presidents shall be unable to preside over any meeting of the MSPA Council or membership, they shall designate a Council member to act on their behalf.
- c) The Co-Presidents may conduct all meetings of the MSPA Council and membership informally. Should it become impossible to conduct MSPA Council or membership business on this basis, the rules contained in the current edition of Robert's Rules of Order Revised Edition shall govern meeting protocol where they are applicable and when they are not inconsistent with these Bylaws or any special rules of order the MSPA Council may adopt.

Section 5: Quorum

A majority of the MSPA Council shall constitute a quorum, and any action by the majority of the quorum may constitute the action of the MSPA Council. Those present at any general membership meeting shall constitute a quorum, and any action by the majority of the quorum may constitute the action of the MSPA Membership.

ARTICLE VII – FINANCIAL POLICIES

Section 1: Organization Status

As a volunteer-run division of Menlo School, the MSPA is organized exclusively for charitable, educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The MSPA is not organized or operated for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or monies to its members. The property, assets, liabilities, income and expenses of the MSPA are assets, liabilities, income and expenses of Menlo School, and as such are irrevocably dedicated to the educational purposes set forth in the requirements of Section 214 of the Revenue and Taxation Code of California, and no part thereof shall benefit any director, officer or member.

Section 2: Execution of Instruments

The MSPA Council, may by resolution, authorize any Council member or agent of the MSPA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MSPA. Such authority may be general or confined to specific instances. Unless so authorized, no Council member or agent of the MSPA shall have authority to bind the MSPA by

any contract or engagement or pledge its credit or render it liable monetarily for any purpose or in any amount. Any disbursement from accounts in excess of \$1000 shall require the signature of two (2) MSPA Council members.

Section 3: Deposits

All funds of the MSPA shall be deposited from time to time to the credit of the MSPA in such banks, trust companies or other depositories as the MSPA Council may select and as approved by the Chief Financial Officer of Menlo School.

Section 4: Gifts

The MSPA Council may accept on behalf of the MSPA any contribution, gift, bequest, or device for the charitable purposes of the MSPA. The MSPA Council may from time to time issue gifts, cards or acknowledgements to members of the Menlo community or to Menlo School.

Section 5: Fiscal Year

The fiscal year of the MSPA shall begin on July 1st and end on June 30th of the following year.

ARTICLE VIII – MAINTENANCE OF MSPA RECORDS

The MSPA shall keep records including:

- a) Minutes of all meetings of the MSPA Council and membership, indicating the time and place of such meetings and the proceedings thereof.
- b) Adequate and correct books and records of account including accounts of its business transactions, assets, liabilities, receipts and disbursements, and gains and losses.
- c) Records shall be kept at a location approved by the MSPA Council.

ARTICLE IX – AMENDMENT OF THE BYLAWS

These Bylaws may be amended at any regular or special meeting of the MSPA membership by a majority of the members present, provided that written notification of the proposed changes has been given to the membership at least seven (7) days in advance of the meeting.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the MSPA named in the title hereto, and that such Bylaws were amended and duly adopted by the MSPA membership at its meeting on the date set forth below.

Dated: Oct 13, 2017
Signed: 
MSPA Council Secretary