

# **THORNTON CREEK SCHOOL**

## **PARENT GROUP BYLAWS**

### **Article 1. Name**

The name of this nonprofit corporation is Thornton Creek Parent Group. The corporation will be referred to as the “Parent Group” in these Bylaws. The Parent Group at Thornton Creek School is a nonprofit organization incorporated under Washington State law with 501(c)3 status. The Parent Group is the fiscal arm of Site Council and is comprised of the parents and/or guardians of the Thornton Creek student body and does not include teaching or school staff members.

### **Article 2. Principal Offices**

The main office for the transaction of the business of the Parent Group is located at 7711 43<sup>rd</sup> Ave NE., Seattle, Washington. The Parent Group may change their office from this location to another school site within the city of Seattle. The Parent Group is a governing body attached to the Thornton Creek Alternative Program currently placed at the Decatur Elementary School.

### **Article 3. Purpose & Powers**

#### **Section 3.1 Purposes and Responsibilities:**

- 3.1.1. To protect the integrity of the program philosophy and goals, *as described in the original March 15, 1974 proposal for establishment of ALTERNATIVE ELEMENTARY II and subsequent Council documents*, through policy setting, and establishment of standards, guidelines and evaluation procedures.
- 3.1.2. To realize the full potential of the proposal by:
  - maintaining communication and cooperation among students, teachers, administrators, and parents;
  - ensuring community representation in policy making; and
  - providing public meetings and forums to gather community input, explain policy, and educate and involve community members.
- 3.1.3. To establish and maintain relationships with other community groups and the Seattle School District.
- 3.1.4. *The Parent Group is responsible for coordinating fiscal activities of the school*, including raising funds and, in conjunction with Site Council, disbursing funds for curriculum development through fund-raising events and grant writing. Site Council *participates in*

*the budgetary prioritizing and planning for use of Parent Group and District funds.* The Parent Group does not charge dues from Thornton Creek families. Nevertheless, it will ask for family support of school programs through various fund-raisers for specific programs. Scholarships will always be available for curriculum enrichment activities.

## **Article 4. Membership**

**Section 4.1 One Class of Members; Joint Membership:** The Parent Group membership is comprised of parents and/or guardians of a child or children enrolled in Thornton Creek School.

**Section 4.2 Eligibility for Admission and Membership:** The Thornton Creek Parent Group admits parents and/or guardians of any race, color, gender, religion, national and ethnic origin, age, handicap, or sexual orientation and does not discriminate in the administration of its educational policies, admission policies, scholarship and loan programs, or other school administered programs; provided that the parent(s) and/or guardian(s) agree to comply with all of the policies, rules and regulations of the Parent Group and Site Council.

**Section 4.3 Definitions of Parent Group Officers and Site Council:**

- 4.3.1 **Parent Group Officers:** The Parent Group membership is represented by eight (8) voting Officers who represent the Parent Group on the Site Council.
- 4.3.2 **Staff Representatives:** The eight (8) staff members who are eligible to vote at any one Site Council meeting.
- 4.3.3 **Site Council:** The cooperative body of the Parent Group and the teachers and staff.
- 4.3.4 **Site Council Board:** The Board is comprised of eight (8) Parent Group Officers and eight (8) Staff Representatives, all of whom are voting representatives. Parent Group Officers are comprised of three Principal Officers and five additional Officers who are the Chairs of the Standing Committees; teachers are not to be excluded from office or committee coordination, but are not required to hold these positions.
- 4.3.5 **Principal Officers:** The three Parent Group Officer positions that hold permanent voting rights, not to be changed in the Standing Rules, are the Chair, the Vice-Chair, and the Treasurer.
- 4.3.6 **Executive Board:** The Chair, Vice-Chair, and the school principal are the sole members of the Executive Board.

**Section 4.4 Voting Rights and Responsibilities:**

- 4.4.1. Committees may have co-chairs, but if a committee has voting rights according to current Standing Rules, then one co-chair (or other committee member) must be identified as the Officer of the Parent Group from that committee for each meeting. Any Officer

may be replaced by the Executive Board after missing three meetings without having identified a proxy. Teachers who have signed up for a particular meeting should identify a proxy if they are unable to attend.

- 4.4.2 Officers and Staff Representatives will attend each Site Council meeting, report on committee or staff work, and put proposals before the Site Council for discussion and action. Chairs are responsible for convening their committees at the beginning of each school year, for reviewing the committee file/notebook, and are accountable for ongoing work.

**Section 4.5 Termination of Membership:** The Site Council Board, by an affirmative vote of a majority, may terminate any member for cause after appropriate notice and hearing.

**Section 4.6 Admission and Membership Eligibility Criteria:** The Parent Group may establish membership requirements for parents/guardians, which shall be set forth in standing rules, which shall be available to all members and potential members. All parent/guardians with a child(ren) attending Thornton Creek School are eligible to be a member of the Parent Group and Site Council.

**Section 4.6 No Personal Liability:** No Member shall be liable to third parties for this Parent Group's acts, debts, liabilities, or obligations.

## **Article 5. Meetings of Members**

**Section 5.1 Annual Meeting:** The first meeting of the Site Council Board members shall be held in the month of *August* of each year. Such meetings shall be held at such place and time as designated by the Officers in conjunction with the school principal.

**Section 5.2 Special Meetings:** Special meetings of the Parent Group members and Officers may be called by the Chair, the school principal, or a majority of the voting members of the Parent Group, or not less than 50% of the members.

**Section 5.3 Notice of Meetings:** All notices of meetings of Site Council members shall be sent electronically or otherwise given not less than seven (7) days before the date of the meeting. Such notice shall state the agenda and nature of the business expected to be conducted and the time and place of the meeting. No business shall be transacted at any special meeting other than that referred to in the notice. The failure to give notice or of any member to receive notice shall not invalidate any action taken at the meeting if a quorum was present.

**Section 5.4 Quorum:** All Site Council decision-making requires a quorum consisting of a majority of Officers and a majority of Staff Representatives (i.e. at least 6 parents

and at least 6 staff members). When a proposal requiring action is presented at a meeting, all those in attendance (voting members and guests) are invited to participate in discussion of proposals and the first call for consensus. (See Section 8.3 for the Rules of Procedure.)

## **Article 6. Officers**

**Section 6.1 Number and Qualification of Officers:** The authorized number of voting members of Site Council shall be no less than six (6) and no more than twenty-two (22). The Principal Officers of the Parent Group as part of Site Council shall be a chair, a vice-chair, and a treasurer who meet the eligibility requirements defined in Section 4.1. The balance of the Officers shall be selected from the chairs of the Standing Committees of the Parent Group, as determined by the current Standing Rules.

All Officers except the Chair and Treasurer may also chair one or more Standing Committees. The positions of the Principal Officers must be held by three separate people.

Any member of the Parent Group in good standing is eligible to be elected as an Officer. Membership in the Parent Group shall be a continuing qualification to hold office as an Officer. Any Officer who ceases to be a member (child leaves Thornton Creek School) shall be deemed to have resigned and his/her position shall be deemed vacant.

**Section 6.2 Election and Term of Officers and Committee Chairs:** Officers of Parent Group shall be nominated by the members by the process outlined in Article 6.3. The Officers so elected shall hold office for a term of one year beginning in June. If any Officer position is not filled in June, the other Officers will be asked to recruit and nominate members for that position at any members' monthly meeting. Each Officer nominated to fill a vacancy or recognized at a members' meeting, shall hold office until expiration of the term for which selected and/or until a successor has been elected.

**Section 6.3 Nomination of Officers:** At the time of the annual meeting, any member in good standing of the Parent Group may nominate himself or herself to be a Parent Group Officer. In addition, any member may nominate any other member to be an Officer. It is intended that candidates shall be nominated to serve as both an Officer and as a Committee Chair.

Officers will be nominated and selected as follows: \*By May 1 of each year, all parents will receive, via e-mail and hard copy, descriptions of committee positions. All interested parents should contact the Chair by June 1. If more than one parent is interested in being nominated for a position, then an election will be held by the end of the school year. Voting will be done online (via the website or an online survey) and by paper at an all-school evening event. Before the election, all prospective candidates should be contacted to ensure their interest in participating in the election. If needed, voting can also be done by the Site Council Board at a regularly scheduled meeting.

(\* Each of these dates may be adjusted by a vote of the Site Council as needed.)

**Section 6.4 Vacancies:** Except as otherwise provided by law, vacancies of Parent Group Officers, whether caused by resignation, or otherwise, shall be filled by any new recruits that the Site Council Board members deem fit. An Officer thus selected to fill a vacancy shall hold office for the unexpired term of his predecessor and/or until his successor is elected.

**Section 6.6 Regular Meetings:** Regular meetings of the Parent Group Officers as part of Site Council shall be held as defined in the Standing Rules.

**Section 6.7 Special Meetings:**

- 6.7.1 A special meeting of the Parent Group Officers and the Principal shall be held whenever called by the Chair or by a majority of the Officers. Only the business specified in the written notice shall be transacted at a special meeting. Each call for a special meeting shall be in writing or by printed notice given by electronic transmission, stating the place, day and hour of the meeting. Notice of any such meeting of the Parent Group Officers and principal shall be given at least two (2) days prior to the meeting.
- 6.7.2 A special meeting of the Principal Officers shall be held whenever called by the Chair or school principal.
- 6.7.3 A special meeting of the Executive Board, as defined in Section 4.3.6, shall be held whenever called by the Chair or the school principal.

**Section 6.8 Quorum and Failure of Notice:** A (60%) majority of the Parent Group Officers and Site Council Staff Representatives shall constitute a quorum at any meeting of the Site Council. The failure to give notice or of any Officer or Staff Representative to receive notice of a Regular or Special Meeting shall not invalidate any action taken at the meeting if a quorum (60%) was present.

**Section 6.9 Powers and Duties of Site Council:** Subject to the limitations provided in the articles of incorporation, other sections of these bylaws, and of Washington law, the business of the Parent Group shall be exercised by the Site Council. Without limitation, the Site Council's powers and duties include the following:

- 6.9.1. General supervision and control of the business and the affairs of the Parent Group.
- 6.9.2. Subject to any applicable policies of Seattle Public Schools, authority to admit and terminate members and to adopt rules and regulations to govern the operation of the Site Council and the members.
- 6.9.3. Authority to procure insurance covering general liability of the company for accidents.

- 6.9.4. Parent Group Officers shall provide for installation of an accounting system adequate to meet the requirements of the Site Council.
- 6.9.5. To select one or more banks to act as depositories of funds of the Parent Group.
- 6.9.6. The foregoing enumeration of powers and duties is not intended to be exclusive and shall not limit or restrict the exercise of the general or specific powers conferred on this Parent Group by the laws of the State of Washington.

**Section 6.10 Reimbursement and Compensation:** Officers serve in a volunteer capacity and will not be entitled to compensation for attendance at meetings or for travel to and from regular and special meetings. No Parent Group Officer, or member of the immediate family of any Parent Group Officer, shall occupy any position in the Parent Group on a regular salary.

**Section 6.11 Removal of Officers:** A Parent Group Officer may be removed from office for cause by a two-thirds (2/3) vote of members. Parent Group Officers will attend all meetings or arrange for an alternate to attend. If an Officer misses two meetings without arranging for an alternate to attend, the Officer may be contacted by the Chair to determine whether a new Officer should be selected. Any Parent Group Officer who resigns or fails to attend at least three (3) consecutive regularly scheduled meetings without cause shall be deemed as having resigned from the Parent Group.

## **Article 7. Officers and Committees**

**Section 7.1 Officers:** The following Principal Officers of the Parent Group shall be selected as Site Council leaders by the membership:

- 7.1.1 **Chair:** The chair shall (1) preside over all meetings of the Parent Group and Site Council; (2) call special meetings of the Parent Group Officers and/or Site Council ; (3) appoint such committees as the Site Council may deem advisable for the proper conduct of the Parent Group; and (4) perform all acts and duties usually performed by a presiding officer.
- 7.1.2 **Vice Chair:** In the absence or disability of the Chair, the Vice Chair shall perform the duties of the chair, provided, however that in the case of death, resignation, or disability of the chair, the Parent Group may declare the office vacant and elect any eligible person successor.
- 7.1.3 **Treasurer:** The Treasurer shall be responsible for the keeping and disbursing of all monies of the Parent Group, and shall keep accurate books of accounts of all transactions of the Parent Group.

The Treasurer shall perform such duties with respect to the finances of the Parent Group as may be prescribed by the Site Council. At the expiration of his term of office, the Treasurer shall promptly turn over to his successor all monies, property, books, records, and documents pertaining to his office or belonging to the Parent Group and/or Site Council.

**Section 7.2 Other Officers:** The remaining five (5) Officers shall be selected from the Chairs of the established Standing Committees as determined by the current Standing Rules.

**Section 7.3 Parent Group Committees:** The Parent Group may create committees, as they may deem necessary for the best interest of the Parent Group and Site Council. Chairs of Parent Group committees, whether Officers of the Parent Group or not, will be nominated and elected to their roles under the rules of Sections 6.2 and 6.3.

## **Article 8. Miscellaneous Provisions**

**Section 8.1 Books and Records:** The Parent Group shall keep the following at its main or registered office: (a) current copies of the Articles, Bylaws and Standing Rules, if any; (b) copies of correct and adequate records of accounts and finances, including the approval budget; (c) minutes of the meetings of the Site Council, and any committees; (d) records of the name and address of each of the Officers; and (e) such other records as may be necessary or advisable, including copies of all contracts of the Parent Group.

**Section 8.2 Fiscal Year:** The Parent Group's fiscal year shall end on July 30. No cash reserve is to exceed 60% of the average of the last 3 years annual expenses, shall be held by the corporation beyond the end of the then fiscal year, and such excess, if any, shall be committed, upon approval by the Site Council, prior to the end of such fiscal year.

**Section 8.3 Rules of Procedure/Decision-Making:** Site Council Board members make decisions using a formal Consensus Process. (See Standing Rules Article 7E for full procedural details of the Consensus Process.)

**Section 8.4 Conflict of Interest/Compensation:** No Site Council board member shall have any personal financial interest, direct or indirect, in any activity undertaken by the Parent Group. No Parent Group Officer, committee chair, or member shall receive compensation for their service, but may receive reimbursement for approved expenditures incurred on behalf of the Parent Group. Officers, committee chairs, and members of the Parent Group shall be eligible to apply for scholarships.

**Section 8.5 Dissolution:** Should the Parent Group be dissolved, the Officers of the Parent Group in conjunction with the school principal shall be responsible for liquidation and disposition of all assets, including equipment and cash on hand. Upon dissolution, all assets remaining after payment of all liabilities shall be distributed to another nonprofit organization(s) of its choice.

**Section 8.6 Standing Rules:** The Site Council Board may adopt such Standing Rules, relating to all other matters deemed appropriate and beneficial to the fulfillment of the purposes of the goals of the Parent Group.

**Section 8.7 Amendment of Bylaws:** These Bylaws amend and restate in their entirety the Bylaws of the AEII Parent Group heretofore adopted, as same may have been revised. These Bylaws may be further altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Site Council Board, as defined in Section 4.3.4.

**Section 8.8 Indemnification, Limitation on Liability and Insurance:** The Parent Group may indemnify any director, officer, or former director against all judgments, penalties, fines, settlements, and reasonable expenses, including attorney's fees, in connection with any proceeding to the maximum extent authorized under RCW 23B.17.030, subject to the provisions of Chapter 23B.08.560 RCW, as now enacted or hereafter amended. The risks covered by this indemnification may be protected against by the purchase, maintenance, and payment of premiums for such insurance as in the discretion of the Board is deemed to be appropriate.

**Section 8.9 Non-Discrimination:** The Parent Group 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. Furthermore, the Parent Group shall provide equal employment opportunities without regard to race, color, gender, national origin, age, handicap, or sexual orientation.

I hereby certify that the forgoing Amended and Restated Bylaws of Thornton Creek Parent Group were duly adopted by the Site Council at meeting held on June 2nd, 2009.

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Secretary (Janet Kimball)

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Chair (Maria Gutierrez)

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Principal (John Miner)