

BYLAWS OF THE THORNTON CREEK PARENT GROUP

These are the bylaws of the Thornton Creek Parent Group, a non-profit corporation organized under the laws of the State of Washington. The purposes of this corporation are to provide financial, volunteer and creative resources to ensure the equitable access of all students and their families to the educational program of Thornton Creek Elementary.

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at Thornton Creek Elementary or such other place as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members, Qualifications for Membership, and Voting Rights

The corporation shall have one class of Members composed of all parents or guardians with one or more children enrolled at Thornton Creek Elementary. Each Member entitled to vote with respect to the subject matter of an issue submitted to the membership shall be entitled to one vote upon each such issue, including the election of a Director to the Board of Directors. Any Member who ceases to have under their guardianship a child enrolled at Thornton Creek Elementary shall cease to be a Member.

2.2 Annual Membership Meeting

The annual meeting of the Members shall be held the first Tuesday of June in each year at 6:30 PM for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.3 Special Membership Meetings

The Chair, Vice Chair, Treasurer, or Secretary may call special meetings of the Members for any purpose. Members may also call a special meeting of the Members by gathering the electronic or written signatures of not less than 50% of the Members entitled to vote and providing these signatures to the Chair.

2.4 Place of Membership Meetings

All meetings of Members shall be held at Thornton Creek Elementary, held virtually, or held at such other place within or without the State of 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.

2.5 Notice of Membership Meetings

The Chair, the Vice Chair, the Secretary, or the Board shall cause to be delivered to each Member entitled to vote at the meeting an electronic notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purposes for which the meeting is called. Notice will be delivered not less than five calendar days before the meeting by electronic transmission. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting. The failure of any Member to receive notice shall not invalidate any action taken at the meeting if a quorum was present.

At any time, upon the written request of not less than 50% of the Directors entitled to vote at the meeting, it shall be the duty of the Secretary or their designee 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. Notices by electronic transmission must be delivered in accordance with Section 2.8 of these Bylaws.

2.6 Quorum for a Membership Meeting

12 or more Members (inclusive of Directors) shall constitute a quorum at a meeting of the Members. If less than a quorum of the Members is represented at a meeting, the Directors may adjourn the meeting without further notice.

2.7 Manner of Acting of Members

Except as to the election of the Directors addressed in Section 3.4, the vote of a majority of the Members represented at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by applicable law, the articles of incorporation, or these bylaws.

2.8 Electronic Transmission to Members

The corporation may deliver notices, demands, consents, or waivers to a Member by electronic transmission, properly addressed to the Member at the Member's email address as it appears in the records of the school and with the Member's release of directory information to the corporation according to school policy.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers of Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. A majority vote of the full Board is required for approval of the annual budget or for any budget line item adjustment in excess of 10% of that budget line..

3.2 Number of Directors

The Board shall consist of not fewer than 6 nor more than 12 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these bylaws, except that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications of Directors

Directors must be Members of the corporation who are not teachers or certified staff Members employed at the school.

3.4 Election of Directors

As an action in lieu of a meeting, voting for Directors shall be opened at least one week prior to the annual meeting of Members. Results will be presented and recognized during the Annual Meeting of Members

Voting shall be offered both online and by paper ballot.

If possible, an impartial third party who is not a Member of the Thornton Creek Parent Group should witness and validate the counting of votes for contested positions.

A candidate receiving a plurality of votes cast for a position shall be deemed elected for that position. In the event of a tie, a special runoff election will be held for the contested position.

The Directors shall consist of the Chair, Vice Chair, Treasurer, Secretary, and six Board Members at Large. Any Member may seek election. Each candidate must seek election to serve as a Director and in a particular office, including the office of Chair, Vice Chair, Treasurer, Secretary, or as a Board Member at Large. Board Members at Large will be assigned to chair board committees as prioritized by the Directors.

3.5 Term of Office

Unless a Director dies, resigns, or is removed, the Director shall hold office until the end of the current school year, the next annual meeting of the Board, or until the Director's successor is elected, whichever is later. Directors may serve consecutive terms, except for the Treasurer as defined in section 4.9.

3.6 Annual Board Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of Members for the purposes of transacting such business as may properly come before the meeting.

3.7 Regular Board Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than the resolution.

3.8 Special Board 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 Chair or any two Directors, or, in the case of a committee meeting, by the Chairperson of the committee.

From time to time, the Board may choose to open a Board meeting to the participation of Members, or to other key community stakeholders. Other than the Annual Members meeting described in 2.2, open meetings are not required. Advisory votes of the Membership may occur at such a meeting with or without a quorum of the Board or the Membership.

3.9 Place of Board Meetings

All meetings of the Board shall be held at Thornton Creek Elementary School, virtually, or at such other place designated by the Chair, the Board, by any person entitled to call a meeting, or by a waiver of notice signed by all Directors.

3.10 Notice of Board Meetings

Notice of Board or committee meetings shall be given to Directors by electronic transmission or by personal communication with the Directors not less than seven days before the meeting. Notices in writing may be delivered or mailed to the Director at the Director’s address shown on the records of the corporation or by electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.

3.10 Quorum for Board Meetings

A majority of the number of Directors in office present 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 Directors present may adjourn the meeting without further notice.

3.11 Manner of Acting

The act of the majority of the Directors 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 law.

3.12 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent or abstention is entered in the minutes of the meeting or unless the Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof or the Director transmits the Director's dissent or abstention to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of an action shall have no right to dissent or abstain thereafter unless another vote is called.

3.13 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent setting forth the action so taken is given by each Director. Emailed consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.14 Resignation of Directors

Any Director may resign at any time by delivering written notice to the Chair or Vice Chair or by giving oral or written notice at any meeting of the Directors. 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. Any Director who ceases to be a Member for any reason shall be deemed to have resigned and that Director's position vacated.

3.15 Removal of Directors

At a meeting of Members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by Members represented at a meeting of Members at which at least 50% of the Members are present.

At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

3.16 Vacancies of Directors

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her office.

3.17 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees consisting of Directors or such other persons as may be invited to join in the deliberations of committees, including teachers, staff, and Members. Committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to: (a) amend, alter, or repeal these bylaws; (b) elect, appoint, or remove any Member of any other committee or any Director or Officer of the corporation; (c) amend the articles of incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter, or repeal any resolution of the Board that, by its terms, provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.17.1 Finance Committee

The finance committee shall: prepare a budget for the following fiscal year, which shall be subject to the Board's review and approval. The committee shall review records of past income, expenditures, finance reports, and tax records. The Treasurer shall be the Chair of the finance committee.

3.17.2 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any Member of any committee elected or appointed by it.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

Officers shall be Directors of the corporation. The Officers of the corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary, each of whom shall be elected by the Members as part of the election of Directors. Other Officers and assistant Officers may be elected or appointed by the Board to hold office for such period, with such authority, and to perform such duties as are provided in these bylaws or as may be provided by resolution of the Board. Any Officer may be assigned any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The Officers of the corporation shall be elected each year by the Members at the annual meeting of the Members. Unless an Officer dies, resigns, or is removed from office, the Officer shall hold office until the next annual meeting of the Board or until the Officer's successor is elected.

4.3 Resignation of Officers

Any Officer may resign at any time by delivering written notice to the Chair, the Vice Chair, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. The acceptance of a resignation shall not be necessary to make it effective.

4.4 Removal of Officers

Any Officer elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby. A vote on removal may be authorized by a two thirds vote of the Board.

4.5 Vacancies of Officers

A vacancy in any office created by 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.

4.6 Chair

The Chair shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The Chair shall preside over meetings of the Members and the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these bylaws to some other Officer or agent of the corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to the Chair by the Board from time to time.

4.7 Vice Chair

In the event of the death of the Chair or the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair shall have, to the extent authorized by the Chair or the Board, the same powers as the Chair as defined above. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or the Board.

4.8 *Secretary*

The Secretary shall: (a) keep the minutes of meetings of the Members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the mailing and e-mail address and class, if applicable, of each Member and Director and of the name, mailing, and e-mail address of each Officer; (e) sign with the Chair, or other Officer authorized by the Chair or the Board, deeds, mortgages, bonds, contracts, or other instruments. (f) maintain corporate status with the Secretary of State (SoS) of the State of Washington and annually update corporate records with the SoS to reflect the names of the Board Members after an election of Officers and Directors; (g) maintain the corporation's business license with the City of Seattle; (h) maintain the corporation's liability insurance; and (i) perform such other duties as from time to time may be assigned by the Chair or the Board.

4.9 *Treasurer*

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever; (c) deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these bylaws; (d) provide for timely tax filings for the corporation; (e) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board; (f) serve as Chair of the Finance Committee. A Member shall serve no more than four consecutive terms as Treasurer.

4.10 *Compensation*

The Officers shall receive no compensation for their service as Officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 5. OTHER PROVISIONS

5.1 *Books and Records*

The corporation shall keep 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 and class, if applicable of each Member and Director, and of the name, mailing, and e-mail addresses of each Officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any Member.

5.2 *Accounting Year*

The accounting year of the corporation shall be the twelve months ending July 31.

5.3 Budget Approval

The Finance Committee shall prepare the Annual Budget, to be presented to the Members in May and to be put to an advisory vote of the Members in June. The Board will subsequently vote to approve the budget, taking into consideration the Member advisory vote result. A majority vote of the full Board is required for approval of the annual budget, for amendment to the annual budget, or for any budget line item adjustment in excess of 10% of that budget line.

5.4 Rules of Procedure

The rules of procedure at meetings of the Membership, the Board, and committees of the Board shall be those set by the Chair of the Board or, at a committee meeting, by the Chair of the committee, when not inconsistent with these bylaws, the articles of incorporation, or any resolution of the Board. Each Chair may be guided by, but is not bound by, *The Modern Rules of Order*, 5th edition, by Donald A. Tortorice.

5.5 Conflicts of Interest

Whenever a Director, Officer, or Member has a financial or personal interest in any matter coming before the membership or board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

5.6 Indemnification

The corporation shall indemnify, defend, and hold harmless each Director, Officer, former Director, and former Officer against all judgments, penalties, fines, settlements, and reasonable expenses, including attorneys' fees, in connection with any proceeding to the maximum extent authorized under RCW 23B.17.030, as now enacted or hereafter amended. The risks covered by this section 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.

5.7 Non-Discrimination

The corporation shall comply 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 corporation shall provide equal employment opportunities without regard to race, color, gender, national origin, age, handicap, or sexual orientation.

5.8 Insurance

The corporation shall maintain an insurance policy providing coverage to the Members of the Parent Group. The policy shall cover liability for bodily injury and property damage, for the benefit of any Thornton Creek Parent Group Member acting as volunteer whether onsite at the school or off (such as at camp). The limits of the policy shall provide sufficient coverage to meet Seattle Public Schools requirements. A copy of the policy shall be available for reference in the school office.

ARTICLE 6. ADOPTION AND AMENDMENTS

These bylaws may be adopted, altered, amended or repealed and new bylaws may be adopted by the vote of two-thirds of the number of Directors in office.

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The foregoing bylaws were adopted by the Board of Directors on August 23, 2023

Kristi Straus, TCPG Secretary

Signature

Date

8/23/23