

BYLAWS
of
GOLDEN VIEW PTO INC.

(a California nonprofit public benefit corporation)

ARTICLE I
PURPOSE

Section 1 Objectives. Golden View PTO, Inc. (the "**PTO**") is established for the purposes stated in the Article II or the Articles of Incorporation including:

ARTICLE II
MEMBERSHIP

Members of the PTO ("**Members**") shall consist of:

Section 1. Parent Members. Parents or legal guardians of children attending Golden View Elementary School ("**Golden View**") who have completed and filed a membership application and paid the current annual dues.

Section 2. Faculty Members. Golden View faculty who have completed and filed a membership application and paid the current annual dues.

Section 3. Annual Dues. The annual dues shall be set by the Board at its August Board meeting.

ARTICLE III
PRINCIPAL EXECUTIVE OFFICE

The principal executive office of the PTO shall be Golden "View Elementary School.

ARTICLE IV
DIRECTORS

Section 1. Powers. Except as otherwise provided in these Bylaws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 2. Number of Directors. The authorized number of directors shall be six (6) and shall consist of the officers elected or appointed as provided in Article V

below.

Section 4. Resignation. Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. Vacancy. A vacancy on the Board occurs when any authorized position of Director is not filled by a duly elected Director, whether caused by death, resignation, removal, change in the authorized number of Directors, or otherwise. Except as otherwise provided in the Articles or in these Bylaws, vacancies on the Board may be filled by approval of the Board pursuant to Section 151 of the California Corporations Code, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 307 of the California Corporations Code , or (3) a sole remaining Director.

Section 6. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, a Chief Financial Officer (who may also be called the "Treasurer"), a VP of Fundraising and a Teacher Representative.

Section 2. Term of Office. The officers shall serve from August 1 of each year until July 30 of the following year.

Section 3. President. The President shall be the Chief Executive Officer of the Corporation. The President shall have the responsibility for the general management the control of the business and affairs of the Corporation and the general supervision and direction of all of the officers, employees and agents of the Corporation and shall perform all duties and have all powers that are commonly incident to the office of President or that are delegated to the President by the Board of Directors. The President shall:

- a. Preside at all meetings of the organization and of the Executive Board.

- b. Serve as a member ex-officio of all committees.
- c. Counter-sign checks drawn by the treasurer in the name of the organization.
- d. Call special meetings.
- e. Be responsible for working with the faculty members in organizing assemblies.
- f. Collect from the General Membership all motions to be put forward for vote.
- g. Organize and provide direction for PTO goals for the year working with the Executive Board and the school leadership.
- h. Work with the Treasurer to formulate a budget for the next year.
- i. Coordinate with the Treasurer to ensure that income taxes are filed annually and on time.

Section 4. Vice President. The Vice President shall be vested with all the powers of the President during the President's absence or temporary incapacity. In addition, the Vice President shall:

- a. Coordinate the election and installation of officers.
- b. Produce a PTO membership directory yearly.
- c. Arrange and oversee an annual audit of the PTO Accounting Records by an independent CPA.
- d. Appoint committee chairpersons (subject to the approval of the Board).

Section 5. Secretary. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may order, a book of minutes of all meetings of the Members, the Board and its committees, and a register of all Members. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and any committees thereof required by the Bylaws or by law to be given, shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board. In addition, the Secretary shall:

- a. Be prepared to refer to minutes of the previous meetings.
- b. Prepare a summary of all unfinished business for the use of the President.
- c. Prepare a list of Board-approved expenditures for the Treasurer.
- d. Conduct all necessary correspondence of the organization, (chairpersons have the option of handling their own).
- d. Work with the Treasurer to ensure that procedures for filing income taxes are documented, updated, and delivered to the new Treasurer at such time as there is a change in PTO Board position for Treasurer

Section 6. Chief Financial Officer. The Chief Financial Officer (who may also be called the "**Treasurer**") shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the PTO and shall send or cause to be sent to the Members such financial statements and

reports as are by law or these Bylaws required to be sent to them. The books of account shall at all times be open to inspection by any director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the PTO with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the PTO as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all financial transactions and of the financial condition of the PTO and shall have such other powers and perform such other duties as may be prescribed by the Board. The Chief Financial Officer shall:

- a. Present an itemized statement of accounts at each meeting of the organization and at such other times as requested by the Executive Board and at the end of the fiscal year (August 31)
- b. Work with incoming treasurer to prepare the budget for the coming year and present it to the organization at the first general meeting in held in August.
- c. Work with the President to ensure that income taxes are filed annually and on time.

Section 7. VP of Fundraising. The VP of Fundraising shall:

- a. Be in charge of Ways and Means fundraising for the year.
- c. Be in charge of the annual membership drive.
- d. Fill all positions related to chairing events relating to major fundraising events (Fall Fundraiser, Relatives Fundraiser, Jog-A-Thon, End of Year Party / Carnival).

Section 8. Teacher Representative. The Teacher Representative shall be the liaison between the PTO and the faculty at Golden View. He/she shall:

- a. Attend all Golden View staff meetings and communicate PTO business to the staff of Golden View and collect input from the staff intended for the PTO.
- b. Report all staff input, questions and concerns to the PTO.
- c. Formulate a list and budget of all field trips and assemblies.
- d. Work with the staff to formulate a requested budget for teachers to be voted on by the general PTO membership.
- e. Arrange for staff attendance at all major PTO functions.

Section 9. Term Limits. No person may serve as either President or Treasurer for more than two consecutive years.

ARTICLE VI ELECTION PROCEDURES

Except for the Teacher Representative, who shall be appointed by the Principal,

the officers shall be elected according to the following procedures:

Section 1. Posting. The Vice President shall post a list of all of the officer positions on the web site, in a news letter and at the Golden View office by March 1 for the following term. Interested parties must file with the Vice President their notice of intent to run for a specified office no later than the PTO meeting one month prior to Open House. The nominee must be a current PTO Member in good standing and otherwise eligible to serve in the office elected (see Section 10 below).

Section 2 Voting. Voting will take place at Open House provided Open House falls in the third trimester. If Open House does not fall in the third trimester the PTO Board declare a new vote date. Voting shall be open to all parents and legal guardians of Golden View students and all Golden View Faculty.

Section 3 Polling Monitors. The Vice President shall appoint two Polling Monitors who shall not be a Director or a candidate or related to a Director or candidate. The Polling Monitors shall be responsible for handing out ballots to eligible voters and collecting the folded ballots in a ballot box.

Section 4. Counting Ballots. The Vice President shall appoint two Election Inspectors who shall not be a Director, a candidate or a Polling Monitor or related to a Director, a candidate or a Polling Monitor. The Election Inspectors shall be responsible for counting the ballots and certifying to the Vice President the election results. The official announcement of the new board will take place at the next PTO general meeting.

Section 5 Default Election. If all positions have only one person running no vote shall be required and each person will be declared the winner by default.

ARTICLE VII COMMITTEES AND CHAIRS

Section 1. Standing Chairs. The following Chairs shall be appointed by the Board annually and shall have the duties/responsibilities as described below:

a. *Hospitality*. The Hospitality Chair shall be responsible for organizing refreshments for all general meetings as well as other required PTO functions

b. *Publicity*. The Publicity Chair shall be responsible for reposting PTO activities to the community in the form of notices, newsletters, and press. Shall print and distribute notices of incoming school events.

c. *Historian*. The Historian shall compile a record of the year's activities in a scrapbook to be on display

d. *Room Parent*. The Room Parent Chair shall coordinate the activities of the room parents

Section 2. Other Committees. The Board may appoint such other Chairs/ Committees from time to time as it deems appropriated with such duties and responsibilities as may be assigned.

ARTICLE VIII GENERAL MEETINGS

Section 1 Meetings. A regular general meeting of the Members shall be held each month except for July August and September.

Section 2. Prior Board Approval. Any Member may raise a matter for consideration at any general meeting provided that if the matter would require the expenditure of PTO funds, the matter must first be approved by the Board before being presented to the Members. Any tie vote by the Board will constitute an approval to present the matter to the Members..

Section 3. Membership Vote Requirement. Any matter presented at a regular or special meeting of the Members shall be deemed approved if approved by two-thirds (2/3's) of the Voting Members present at the meeting.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification of Officers and Directors. Each person who was or is made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person (or a person of whom such person is the legal representative) is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the California General Corporation Law, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, provided such person acted in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of such person's heirs, executors and administrators. Notwithstanding the foregoing, the Corporation shall indemnify any such person seeking indemnity in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2. Advance of Expenses. The Corporation shall pay all expenses (including attorneys' fees) incurred by such a director or officer in defending any such

Proceeding as they are incurred in advance of its final disposition; PROVIDED, HOWEVER, that if the California General Corporation Law then so requires, the payment of such expenses incurred by such a director or officer in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise; and PROVIDED, FURTHER, that the Corporation shall not be required to advance any expenses to a person against whom the Corporation directly brings a claim, in a Proceeding, alleging that such person has breached such person's duty of loyalty to the Corporation, committed an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law, or derived an improper personal benefit from a transaction.

Section 3. Non-Exclusivity of Rights. The rights conferred on any person in this Article shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote or consent of stockholders or disinterested directors, or otherwise. Additionally, nothing in this Article shall limit the ability of the Corporation, in its discretion, to indemnify or advance expenses to persons whom the Corporation is not obligated to indemnify or advance expenses pursuant to this Article.

Section 4. Indemnification Contracts. The Board of Directors is authorized to cause the Corporation to enter into indemnification contracts with any director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing indemnification rights to such person. Such rights may be greater than those provided in this Article.

Section 5. Effect of Amendment. Any amendment, repeal or modification of any provision of this Article shall be prospective only, and shall not adversely affect any right or protection conferred on a person pursuant to this Article and existing at the time of such amendment, repeal or modification.

ARTICLE X OTHER PROVISIONS

Section 1. Inspection of books and Records. The accounting books and records and minutes of proceedings of the Board, and Board committees of this corporation shall be open to inspection on the written demand on the corporation of any Director at any reasonable time during usual business hours, for a purpose reasonably related to such person's interests as a Director. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on September 1 of each year and end on August 31 of the following year.

Section 3. Seal. The Board shall adopt a seal that shall be in the following form and design: a circle containing the name of the corporation and the words "California Corporation". The Secretary of the PTO shall have custody of the seal and affix it in appropriate cases to all corporate documents. Failure to affix the seal does not, however, affect the validity of any instrument.

Section 4. Reliance Upon Books and Records. A member of the Board , or a member of any committee designated by the Board oshall, in the performance of such person's duties, be fully protected in relying in good faith upon records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 5. Construction and Definitions. Unless otherwise stated in these Bylaws or unless the context otherwise requires, the definitions contained in the General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and the word "person" includes a corporation or other entity as well as a natural person.

Section 6. Amendments. These Bylaws may be amended or repealed by approval of the Board of Directors.

Section 7. Severability. If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Corporation's Articles of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Articles of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Articles of Incorporation) shall remain in full force and effect.

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CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

(1) The undersigned is the duly elected and acting Secretary of Golden View PTO Inc. a California corporation.

(2) The foregoing is a complete and correct copy of the Bylaws of such corporation as adopted October _____, 2014, and which have not been amended or modified since such date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on October _____ 2014.

Jennifer Bledsoe, Secretary