

Thornhill Parent Faculty Club Bylaws

(As amended April 18, 2023)

PURPOSE

We, the parents and guardians of Thornhill Elementary School students, establish the Thornhill Parent Faculty Club (PFC), a volunteer organization, for the purpose of fostering academic knowledge, intellectual curiosity, imaginative thought, and social responsibility in our children. The PFC will work with the faculty and principal of Thornhill Elementary School to set priorities to supplement and support programs meeting these goals, and to raise and allocate funds to accomplish these goals.

ARTICLE I PFC General Members

Section 1 Membership

All parents or guardians of students attending the school and the faculty and staff members of the school are general members of the PFC. All general members are eligible to vote (see Section 2 below).

Section 2 Voting

Each general member shall be entitled to one vote at membership meetings. Motions will be passed by a majority vote of the members present at a duly noticed meeting. Members shall elect the officers of the board, vote on approval of the annual budget proposed by the board, vote on appropriations of PFC funds that are necessary outside of the annual budget process, and conduct and vote on other business as the board deems appropriate.

Section 3 Meetings

Meetings of the general membership shall be held once a month during the school year, unless deemed unnecessary by the board. Notice for a meeting at which an unbudgeted appropriation of more than \$1,000 will be considered must be published in at least one PFC newsletter or all-school electronic communication prior to the meeting. The notice shall

specify the amount and purpose of the appropriation. The general membership may vote on issues involving unbudgeted appropriations of up to \$1,000 if it is an emergency or a time-sensitive issue even though there was no prior mention in the newsletter or all-school electronic communication.

Section 4 Meeting Procedure

The 9th edition of *Robert's Rules of Order* shall govern the procedure at all meetings of the members and the board except where inconsistent with these bylaws, in which case these bylaws will govern.

ARTICLE II PFC Board

The PFC is governed by an Executive Board, which consists of Executive Officers, the principal, and two faculty members selected by the faculty.

Section 1 Executive Board

The Executive Board of the PFC shall include:

President, Treasurer, Vice President of Fundraising, Vice President of Communications, Vice President of Community Support, Vice President of Education Support, Vice President of Personnel, Secretary, and two (2) Members-at-Large, along with the principal and two (2) faculty members.

Executive Board members are heavily encouraged to attend all PFC Board Meetings.

The Executive Board shall meet periodically during the year; the time of meeting to be determined by the President. The Executive Board shall conduct emergency business when circumstances render a board meeting impractical or unfeasible.

See Appendix B for the PFC Board Organization chart.

Section 2 **Duties and Responsibilities of the Executive Board**

- a. **President:** The President shall serve as Chair of the elected Board, preside at all Board and General meetings, regularly communicate with the Principal to discuss school matters, appoint, with the approval of the Board, all standing and adhoc committees, call general and special meetings of the Board, make an annual report to the membership at the last general meeting of the year, write a regular newsletter column, and be a member of the Personnel Committee. The Vice President of Communications shall serve as President if the President is absent or unable to undertake responsibilities.
- b. **Treasurer:** The Treasurer shall record and track all PFC financial transactions, make regular deposits of incoming monies, pay expenses, keep an accurate record of all receipts and disbursements, provide financial reports at PFC Board and General Meetings and to the Board as needed, make general liability insurance policy payments, file annual taxes and other financial reports required by law, and assist the President and Board to prepare the annual budget.
- c. **Vice President of Fundraising:** The Vice President of Fundraising shall evaluate programs and implement effective fundraising strategies throughout the school year, offer assistance and guidance as needed to board members who oversee major fundraisers, and coordinate mini-fundraisers that do not have a fundraising chair. The Vice President of Fundraising shall serve as Treasurer if the Treasurer is absent or unable to undertake responsibilities.
- d. **Vice President of Communications:** The Vice President of Communications shall oversee Thornhill’s community and external communications, supported by board members appointed to execute on these tasks. This includes coordinating parent and PFC communications to the school community, overseeing maintenance of the website, providing content for the newsletter not covered by other PFC board members, giving final approval of the newsletter, maintaining the public calendar, ensuring the membership directory is updated, and overseeing PFC press outreach.
- e. **Vice President of Community Support:** The Vice President of Community Support shall lead the effort of creating community at Thornhill, working in conjunction with relevant board roles. This includes ensuring staff and faculty are appreciated, supporting site safety, traffic, and sustainability efforts, promoting equity and inclusion, overseeing spirit wear, supporting community gatherings, and coordinating activities related to the Sister School relationship (if active).

f. **Vice President of Education Support:** The Vice President of Education Support shall work with the Principal and Board to proactively identify and resolve educational issues, work with the school to maintain an excellent afterschool program, oversee the welcoming of new families to the school, and schedule parent education presentations with topics to be discussed with the President and Principal.

g. **Vice President of Personnel:** The Vice President of Personnel shall, with help from Oakland Ed Fund, coordinate the hiring, support, and termination of all PFC employees, handle PFC employee contracts and liaise with OUSD on personnel matters, post job openings and collect resumes on qualified applicants, work with payroll service to ensure staff get paid promptly and accurately, and be a member of the Personnel Committee.

h. **Secretary:** The Secretary shall be responsible for recording and publishing the minutes of the general and board meetings, maintain a digital folder of all approved general membership minutes, financial reports, and these bylaws, certify the results of elections, file the Statement of Information with the Secretary of State, provide notice for meetings as described in these bylaws, distribute bylaws to newly elected Board members, and perform an annual review with the Parliamentarian to determine the need, if any, for revisions of the bylaws. The Parliamentarian reports to the Secretary and shall give instructions in parliamentary procedure when needed at meetings, keep track of the term limits of the executive board, and make a record of all standing rules adopted by the Board.

i. **Members-at-Large:** Two Members-at-Large shall represent and liaison with the general school community represented by grade group (one TK through 2nd grade, the other 3rd through 5th grade), may help lead special projects or represent the PFC at Montclair Village, OUSD, or other community meetings, and work with the 5th Grade Chair on 5th grade activities (3rd-5th Member-at-Large only). The Member-at-Large must be a parent or guardian of a child in the grade that they are serving.

Section 3 Non-Executive Board Members

All Board members not listed in Section 1 are “non-executive” board members. Non-executive Board members are not required to attend board meetings but are welcome to do so. See Appendix B for the PFC Board Organization chart.

Section 4 Co-chairs

Board positions may be shared. Executive positions may be shared by approval of the Executive Board. Executive positions that are shared still have only a single vote.

Section 5 Terms of Elected Office

Executive Board Members may serve in accordance with set term limits for their individual tenure:

- For tenures that do not include Member-At-Large, a person may serve for four consecutive years on the Executive Board, starting with the first year they serve in an Executive position;
- For tenures that include one year as a Member-At-Large, a person may serve for three consecutive years on the Executive Board;
- After three (or four, if the person was not Member-At-Large) consecutive years, the Member must remove themselves from the Executive Board for at least one year. That person may serve on a non-voting Board position during that time;
- At the end of six total years on the Executive Board, a Member must remove themselves for at least two years;
- A Member may not serve more than six total years on the Executive Board during their children's' tenure at Thornhill;
- If no person from the PFC community volunteers for a vacated Executive Board position by the PFC General Meeting when the PFC Board slate is voted on, a Member who has exceeded their term limit may volunteer for that role for one year. In this case, the term limit rule will be waived for one year;
- The Principal and Faculty do not have term limits;
- The Parliamentarian (or Secretary if the Parliamentarian role is vacant) shall keep track of the timetable that governs this rule;
- Two members of the same household cannot serve on the executive board at the same time;
- A person cannot serve in more than one executive position at the same time.

Section 6 Removal of Board Members

A board member (executive or non-executive) may be removed from office only by a vote of two-thirds of the members of the Executive Board.

Section 7 Executive Board Powers and Obligations

- a. Subject to the limitation of the Articles of Incorporation of these bylaws and of the laws of the State of California as to actions that require approval of the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of

the PFC shall be controlled by, the board. No commitment on behalf of the PFC shall be made without a prior vote of either the Executive Board or the general membership. The activities and budgets of all committees shall be presented to the board for review at regular board meetings.

b. The Executive Board shall be responsible for overseeing all PFC activities.

c. A proposed unbudgeted expenditure of less than \$1,000 may be approved by majority vote of the Executive Board without referring the matter to the general membership. Expenditures by committees or board members that come within an established budget allocation are not subject to prior board or membership approval.

d. The Executive Board shall create the standing committees needed to organize and carry out activities supporting the purpose of the PFC.

Section 8 Meetings and Notice of Meetings

a. The Executive Board shall have regular meetings at least three times each year at a time and place to be determined by the president. The secretary shall notify all board members (executive and non-executive) of the time and place of those meetings at least one week prior to each meeting. The president may also call special meetings of the board on at least 48 hours notice. The secretary shall notify board members of the date, time, place, and subject matter of all special meetings as soon as practical before each special meeting. In the event the secretary is unable to give notice of a regular or special meeting of the board, such notice may be given by any officer. Attendance at a board meeting shall constitute a waiver of notice of that meeting unless an objection is made at the beginning of that meeting or at such time as matters not properly noticed are brought up for discussion. General members are encouraged to attend all board meetings.

b. Board members may participate in special meetings of the Board by conference telephone, electronic video screen communication, or electronic transmission, specifically including e-mail. Special meetings may be conducted entirely through such electronic means at the discretion of the president. Participation in a meeting by such means pursuant to this section constitutes presence in person at the meeting as long as all board members participating in the meeting are able to communicate concurrently with one another, and each board member is provided the means of participating in all matters before the board, including the capacity to propose, or interpose an objection to, a specific action to be taken, and to participate in all votes.

Section 9 Voting

Agendas for board meetings will be distributed at least a week prior to meetings through the newsletter and/or an all-school electronic communication. Agendas must include any motion to vote, giving all board members an opportunity to attend the meeting or express their opinions to relevant Executive Board members before a vote takes place.

Executive Board members are expected to solicit and represent the interests of the members of their functional groups as outlined in the PFC Organization Chart in Appendix B. The Executive Board member may delegate their voting privileges to an alternate person by notifying the President in writing prior to the meeting. This alternate person would function as the Executive Board member in regards to quorum. Regarding alternates, the following must be adhered to:

- The alternate person must be a board member within the Executive Board member's functional group.
- The Faculty member's alternate person may be any current Thornhill Faculty person.
- The Principal's alternate person may be a current Secretary, Vice Principal, Teacher on Special Assignment (TSA), or similar full-time admin position.
- Some Executive Board members may not have board members in their functional group and therefore cannot have an alternate person.
- The alternate person cannot currently hold another Executive Board position.

All board members, executive and non-executive, can participate fully in discussions on motions to vote.

Following motions to vote by Executive Board members, there will be a vote of all members, both Executive and non-executive, present at the meeting. This vote is advisory, allowing Executive Board Members to decide to open the motion to further discussion or make a final decision.

A quorum shall consist of nine (9) Executive Board members. The Executive Board may not vote on any business except when a quorum is present at a duly noticed meeting, and when a motion to vote has been in a previously sent agenda. Each Executive Board member shall be entitled to one vote and motions will be passed by a majority vote. In the case where an Executive Board position is split between two people, each person is entitled to half a vote. If only one of the two persons attends the Board meeting, they are entitled to a full vote.

Section 10 New Board Member Orientation

The Secretary shall provide a copy of the PFC bylaws to all incoming members. The outgoing board members shall meet with and instruct their replacements as to their duties preferably prior to the end of the current school year, or if necessary, before the start of the next school year.

Section 11 Special Committees

In addition to the Recruitment Committee described in Article III, the PFC shall also have a standing Personnel Committee, consisting of the President, Principal, and Vice President of Personnel. This committee shall have final authority to hire and/or terminate PFC employees. In addition, this committee shall meet in conference, when necessary, to discuss important personnel matters and make decisions on those matters.

ARTICLE III PFC Board Member Elections

Section 1 Recruitment Committee

The president shall select one board member to act as Recruitment Committee Chair to establish a committee of at least three persons, including the chair. Committee members can be either general members or board members. The Recruitment Committee shall notify the general membership of the date of the upcoming election, the positions available, and the slate of candidates it has recruited by publication in the two issues of the PFC newsletter distributed immediately preceding the election and in one or more all-school electronic communications at least one week preceding the election.

Section 2 Election

The election shall be held at a members' meeting in the spring semester. At this meeting, the Recruitment Committee will present its slate of candidates for both Executive and non-Executive positions, at which time nominations may be made from the floor provided the nominees are present or have given their written consent to nomination. If there is more than one candidate for any office the election shall be held by written ballot. The candidate receiving the most votes shall be elected.

Section 3 Vacancies

In the event a board position remains unfilled after the election or becomes vacant, the vacancy may be filled by a vote at any members' meeting or any regular or special meeting of the board in the case of an emergency. Notice of such members' meetings or board meetings need not comply with the special notice requirements specified for the annual election of officers.

ARTICLE IV Records and Reports

The PFC shall maintain adequate and correct accounts, books, and records of its business. All such accounts, books, and records, including a copy of these bylaws and any amendments thereto, shall be made available for inspection upon the reasonable request of any member. A digital folder will be maintained which will include the minutes for the members' meetings, monthly budget reports, and a copy of these bylaws. Individual chairs should maintain binders and/or digital materials that will be passed on to the new chairs for the following year. These documents may contain such information as planning timelines, vendors used, past budget allocations, and procedural records.

ARTICLE V Bylaws Amendment

Any amendments to the bylaws should be proposed through the secretary or parliamentarian. The secretary may form an ad hoc review committee (open to any general member) to review the current bylaws and propose amendments. Amendments to these bylaws must be approved at a meeting of the general membership. That meeting must be noticed in the PFC newsletter immediately preceding the meeting and/or an all-school electronic communication at least one week prior to the meeting, stating that amendment of the bylaws will be considered. Amendments to these bylaws must be approved by two-thirds of the members present at the meeting. These amendments will be recorded in a digital folder and the latest version of the bylaws should be posted on the Thornhill website. Changes to Appendix B (organization chart) are not subject to the bylaw amendment process.

ARTICLE VI

Indemnification of Officers, Employees, and Other Agents

The PFC shall, to the maximum extent permitted by law, indemnify each of its directors, officers, employees and other persons described in section 5238(a) of the California Corporation Code, including persons formerly occupying such positions, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding as that term is used in that section, and including an action by or in the right of the PFC. The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

ARTICLE VII

Final Authority of Bylaws

If a conflict arises between any provision of the Bylaws and any other Board document (e.g., appendices, job descriptions, letters of intent), the Bylaws shall control. Any conflicts will be reviewed and decided by a meeting among the President, Secretary and Parliamentarian.

APPENDIX A

Amendments to Bylaws

May 15, 2017: Article II, Section 4. This sentence was added:

“Two members of the same household cannot serve on the executive board at the same time.”

January 17, 2023: Nine Bylaw changes were voted on, fully detailed in the January 17, 2023 PFC meeting minutes. This is a short summary of the changes:

1. Purpose: Changed “teachers” to “faculty”
2. Article I, Section 3: removed “at Thornhill School” requirement for meetings
3. Article I, Section 3: Added “all-school electronic communication” as a vehicle for notice
4. Article II, Section 1: Changed “required” to “heavily encouraged” for executive member attendance
5. Article II, Section 4: Changed “Staff are exempt from this rule” to “Faculty do not have term limits” to clarify the rule

6. Article II, Section 4: Added “(or Secretary if the Parliamentarian role is vacant)” to provide a back-up
7. Article II, Section 4: Added “A person cannot serve in more than one executive position at the same time”
8. Article II, Section 8: Added “through the newsletter and/or an all-school electronic communication” as means to distribute the agenda
9. Article II, Section 10: Removed “aforementioned” and added “described in Article III” to correctly reference the Recruitment Committee

April 18, 2023: Eleven Bylaw changes were voted on, fully detailed in the April 18, 2023 PFC meeting minutes. This is a short summary of the changes:

1. Article II, Section 1: Changed “VP” to “Vice President”
2. Article II, added new Section 2: Completely new section describing the duties of the executive board members
3. Article II, old Section 4, new Section 5: Changed “him or herself” to “themselves”
4. Article II, old Section 7, new Section 8: Changed notice from two to one week and that “general members are encouraged to attend all board meetings”
5. Article II, old Section 8, new Section 9: Changed “he or she is” to “they are”
6. Article II, old Section 8, new Section 9: Added paragraph explaining how alternate voting works for executive board members, removed the paragraph saying there are no alternates
7. Article II, old Section 10, new Section 11: Changed “VP” to “Vice President”
8. Article II, Section 1: Clarifying that the Recruitment Committee of three persons includes the chair and that the board slate must additionally be “in one or more all-school electronic communications at least one week preceding the election”
9. Article IV: Changed references to a binder to a digital folder
10. Article V: Bylaw amendments can be additionally proposed through the parliamentarian, added that any bylaw amendments must be in one “all-school electronic communication at least one week prior to the meeting” changed reference to a binder to a digital folder, and added that the bylaws must be “posted on the Thornhill website”
11. Article VI: Added “The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization”

APPENDIX B

PFC Board Organization Chart

Please view the separate document.

Thornhill Parent Faculty Club (PFC) Board Organizational Chart (April 2023)

