THIRD AMENDED BYLAWS

**Approved March 16, 2009**

**Amended August 27, 2013**

**Amended January 16, 2018**

**Amended May 12, 2020**

## PREAMBLE

It is the purpose of this Corporation to support the education of students in *PACE at Lockwood*, which is a community of students, their families and their teachers active in multi-age cooperative education that uses innovative and creative educational methods to enrich the students’ learning, independence, and leadership skills.

## ARTICLE I: NAME

This organization shall be known as *PACE at Lockwood* (Parents Active in Cooperative Education at Lockwood).

## ARTICLE II: PURPOSE

The organization is a corporation organized and operated exclusively for educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law. Specifically, the organization’s purpose is to support the education of students in *PACE at Lockwood* at Lockwood Elementary School. *PACE at Lockwood*, a school-based, parent choice program in the Northshore School District, is a community of students, their families and their teachers active in multi-age cooperative education using innovative and creative educational methods to enrich learning, independence, and leadership skills. In pursuit of this purpose, it shall have the power to carry on any business or other activity that may be lawfully conducted by a corporation organized under the laws of Washington State, whether or not related to the foregoing purposes, and to do all things necessary, proper, and consistent with maintaining tax exempt status under section 501(c)(3).

## ARTICLE III: MEMBERSHIP

### Section 1: General Membership

Membership of this organization shall consist of those parents and/or guardians whose child(ren) are enrolled in *PACE at Lockwood* in Northshore School District No. 417 as described in the Standing Rules beginning August 1 or the year of enrollment until they withdraw or graduate from the program or until the end of a member’s term in office.

### Section 2: Voting

Each family holds only one member vote, irrespective of how many adults or children from that family are enrolled in *PACE at Lockwood*.

### Section 3: Membership Power in the Absence of Members

In the event there are no students enrolled in *PACE at Lockwood*, the Executive Committee will remain in office and may take any action that could otherwise be taken by the Membership, and shall manage the organization in order that the purpose of the Corporation is best served.

## ARTICLE IV: DIRECTORS AND ELECTIONS

### Section 1: Structure of the Board of Directors.

The Board of Directors shall be a President, Vice-President, Membership Chair, Enrollment Coordinator, Secretary, Treasurer, Member-at-Large, Enrichments Committee Chair, Community Support Committee Chair, Fundraising Committee Chair, Communications Committee Chair, Field Trips and Incursions Committee Chair, and Class Coordinators.

Additionally, *PACE at Lockwood* teachers and the President Emeritus are Board of Directors members in an advisory, non-voting capacity.

* 1. President. The President shall preside over the General Meetings and Board Meetings, serve as an ex officio member of all committees, and coordinate the work of the Board of Directors and all committees so that the purpose of the organization is served. The President shall serve as an official contact for Lockwood Elementary School Administration and Northshore School District Administration, and shall represent the organization at all meetings outside the organization. The President shall assist the Nominating Committee in nominating candidates for each Board of Director position and selecting candidates for each committee position.
  2. Vice-President. The Vice-President shall assist the President and carry out the President’s duties in the event of the President’s absence or inability to serve. The Vice-President may serve as an official contact for Lockwood Elementary School Administration and Northshore School District Administration, and may represent the organization at all meetings outside the organization. The Vice-President shall assist the Nominating Committee in nominating candidates for each Board of Director position and selecting candidates for each committee position.
  3. Membership Chair. The Membership Chair, and/or the Membership Committee, shall be an information source for families interested in enrolling, shall notify families of status changes, and shall ensure that current members are in good standing before re-enrollment. The Membership Chair may serve as an official contact for Lockwood Elementary School Administration and Northshore School District Administration, and may represent the organization at all meetings outside the organization. The Membership Chair, or their committee, shall conduct tours of the *PACE at Lockwood* program for prospective families, process the paperwork associated with registering incoming and current students, maintain rosters and waitlists, and monitor the status of current members.
  4. Secretary. The Secretary shall keep the records of the organization, and shall keep and ensure that all licenses, insurance documents, and non-profit status documents are current. The Secretary shall take and record minutes at all organization meetings, record which members are present at all meetings, maintain the Board and Committee rosters, and ensure appropriate notice for all meetings and events.
  5. Treasurer. The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, pay out funds in accordance with Article IX. The Treasurer will make bank records accessible to the Bank Statement Reviewer, will present a financial statement at every meeting and at other times of the year when requested by the Executive Committee, and will make a full report for the Auditor at the end of the fiscal year.
  6. Other Directors. All other Directors, including the Member-at-Large, Enrichments Committee Chair, Community Support Committee Chair, Fundraising Committee Chair, Communications Committee Chair, Field Trips and Incursions Committee Chair, and Class Coordinators, shall have their job duties described in the Standing Rules.
  7. *PACE at Lockwood* Teachers. The *PACE at Lockwood* teachers act in an advisory capacity to the Board of Directors and attend the Board of Director Meetings on a rotating basis, representing all *PACE at Lockwood* teaching staff and reporting back to them.
  8. The President Emeritus. The outgoing President acts in an advisory capacity to the Board of Directors for one year following their term of office.
  9. Shared Director Positions: The Board of Directors may appoint more than one member to share the powers and responsibilities of any Director position--except the Executive Committee. If no member agrees to accept a nomination for an Executive Committee position, the Membership may appoint more than one member to share the powers and responsibilities of any Executive Committee position. However, any shared position carries only one vote in all matters before the Board.

### Section 2: Nominations and Elections.

### Section 2.1: The Nominating Committee

During the enrollment or re-enrollment process, all incoming and current members will be surveyed as to their committee or leadership interests for the following academic year. The Board of Directors shall empower a Nominating Committee chaired by the Member-at-Large and including the President, Vice-President and at least two other members to assemble a slate for a proposed incoming Board of Directors, and to the extent possible a proposed incoming Committee Roster.

### Section 2.2: Approval of the Proposed Slates

At the last Board Meeting of an academic year, or as near to that date as is practical so long as it occurs before the last General Meeting, the Board of Directors must vote on the Nominating Committee’s slate of proposed incoming Board of Directors members. If the Board cannot agree on the proposed nominations of specific candidates, the Board may revise the slate(s) to include one or more alternative candidates for a position; or may approve the remainder of the slate and leave that position without a Board-recommended nominee. The Membership shall receive notification no less than three days before the Membership vote on the proposed slate of any positions that do not have a nominee.

### Section 2.3: Slate Revision Before the Membership Votes on Board of Directors

If a nominee withdraws or is unable to serve before the Membership votes on the proposed slate and there are no further Board Meetings to amend the proposed slate before the General Meeting where the proposal is to be put before the Membership, the withdrawing nominee’s name is not presented as a part of the proposed slate.

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### Section 2.5: Membership Vote on Board of Directors

At the last General Meeting of an academic year, or as near to that date as is practical so long as it falls after the Board of Directors has voted on a slate for a proposed incoming Board of Directors, the Membership shall vote on the slate proposed by the Board of Directors and on any additional nominations from the floor for the Board of Directors. Floor nominations are allowed for any open Board of Directors position excepting for the role of President where the nominee is the then-current Vice-President and the Vice-President is willing and able to serve as President. Board of Director positions are not deemed to be open if the original term of office of the member in the position has not ended.

### Section 2.6: Method of Voting

Voting may be conducted by voice for any position with a single candidate. If more than one person is running for an office, the vote for that position must be written.

### Section 3: Eligibility.

Members are eligible for office if they are members in good standing as determined in the sole discretion of the Executive Committee. Any member may hold multiple Board of Directors positions so long as they do not hold multiple Executive Committee positions. However, no Director may hold more than one vote.

### Section 4: Terms of office.

All Board of Directors members are elected for a one-year term except the following:

### Section 4.1: The Vice-President & President

The Vice-President, President, and President Emeritus wherein a member holds a one-year term as Vice-President beginning at the close of the outgoing Vice-President’s term; followed by a one-year term as President.

The President may not serve as the Vice-President or President in the term immediately following their Presidential term of office. In the event that a Vice-President is unwilling or unable to accept the office of President at the close of their Vice-Presidential term, a member may be elected to President without first serving as Vice-President.

### Section 4.2: The Membership Chair and Enrollment Coordinator

The Membership Chair and Enrollment Coordinator, who each hold a staggered two-year term, beginning at the close of the outgoing Membership Chair’s or Enrollment Coordinator’s term.

In situations where the stagger is synchronized due to a Membership Chair or an Enrollment Coordinator serving only one year of their two-year term, the term of the incoming Membership Chair or Enrollment Coordinator is shortened to one-year or lengthened to three-years in order to re-start the stagger.

### Section 4.3: The Treasurer

The Treasurer, who holds a two-year term, beginning at the close of the outgoing Treasurer’s term and ending August 31. The Treasurer may not serve more than four years in a row. If needed, due to lack of qualified candidates, the Treasurer may be elected for a one-year term.

### Section 4.4: The *PACE at Lockwood* Teachers

The *PACE at Lockwood* teachers hold non-voting, advisory positions on the Board of Directors so long as they are employed as teachers for *PACE at Lockwood*.

### Section 5: Vacancies.

If a vacancy occurs in any Board of Directors position—except the office of President—the President may appoint another member to fill that position. However, that appointment must be ratified by a vote of the Membership pursuant to Article V at the next scheduled General Meeting.

If there is a vacancy in the office of President, the Vice-President will automatically become the President and may then appoint another member to fill the position of Vice-President. However, that appointment must be ratified by a vote of the Membership pursuant to Article V at the next scheduled General Meeting.

If there is a vacancy in both the President and Vice-President position, the Board of Directors may appoint a member to the position of President. However, that appointment must be ratified by a vote of the Membership pursuant to Article V at the next scheduled General Membership meeting.

If there are no members of the Board of Directors, the Membership may elect a member to every Director position.

### Section 6: Removal from office.

Members of the Board of Directors can be removed from office with or without cause by a two-thirds vote of the Board of Directors (subject to quorum requirements) at a Board Meeting where notice has been given to the Directors electronically via their designatedemail address or physically through Lockwood Elementary’s regular flyer distribution processes at least ten days prior.

## ARTICLE V: MEMBERSHIP MEETINGS

### Section 1: General meetings.

There shall be one General Meeting held in late-summer and approximately four General Meetings held approximately every other month throughout the academic year. The General Meetings of the organization shall be public, at a time and place determined by the President and Vice-President, and notice of such meeting must be given to the Membership electronically via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes at least ten days prior. It is preferred, but not required, that all General Meetings be held in person, on Tuesdays, and at Lockwood Elementary School.

### Section 2: Special meetings.

Special Meetings of the Membership shall be called by the President, any two of the Executive Committee, or twenty percent of the Members submitting a written request to the Secretary. Notice of the Special Meeting, including its purpose, shall be sent to the Membership electronically via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes at least ten days prior.

### Section 3: Rescheduling Meetings; Alternate Meeting Venues

In the event that Lockwood Elementary is closed or unavailable to *PACE at Lockwood* at the time of a scheduled General Meeting or a Special Meeting, the party who called the meeting may reschedule the meeting, may hold the meeting at an alternative venue, or may hold the meeting via electronic means, so long as notice of such action is given to the Membership electronically via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes at least ten days prior. Alternatively, the meeting may be canceled, so long as notice of the cancellation is given to the Membership electronically via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes as far in advance of the scheduled meeting time as possible.

### Section 4: Quorum.

The quorum shall be one half plus one of the total number of voting members.

### Section 5: Voting.

All voting at General Meetings and Special Meetings shall be by each member in person; or, if an in-person meeting is impractical or impossible, via electronic means. If the meeting is held via electronic means, votes may be tallied vocally or electronically so long as procedures are in place to ensure that only authorized members cast a vote. All matters must be approved by a majority vote of those members present (subject to quorum requirements).

## ARTICLE VI: EXECUTIVE COMMITTEE

### Section 1: Membership.

### See Article IV, Section 1 through Section 3.

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### Section 2: Duties.

The duties of the Executive Committee shall be described in the *PACE at Lockwood* Standing Rules, which shall be made available to the Membership.

### Section 3: Meetings.

Executive Committee Meetings shall be called by the President; or two of the members of the Executive Committee submitting a written request to the Secretary. Notice of the Executive Committee Meeting, including its purpose, shall be sent to the Executive Committee via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes at least three days prior.

### Section 4: Quorum.

Four members of the Executive Committee constitutes a quorum.

### Section 5: Voting.

Each Executive Committee position shall possess one vote in matters coming before the Executive Committee. Executive Committee meetings may take place in-person, or via electronic means. If the meeting is held via electronic means, the face of each participating member must be visible to all other participating members; all votes at electronic meetings may be tallied vocally or electronically so long as procedures are in place to ensure that only authorized members cast a vote. All matters must be approved by a two-thirds vote of those Executive Committee members present (subject to quorum requirements).

### Section 6: Removal and vacancies.

See Article IV, Sections 5 and 6. If there is no membership of the organization, removal and vacancies will be voted on in accordance with Article VI, Section 5.

## ARTICLE VII: BOARD OF DIRECTORS

### Section 1: Membership.

### See Article IV, Section 1.

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### Section 2: Duties.

The duties of the Board of Directors shall be described in the *PACE at Lockwood* Standing Rules, which shall be made available to the Membership..

### Section 3: Meetings.

There shall be one Board Meeting held in late-summer and approximately five Board Meetings held approximately every other month throughout the academic year. Board Meetings may take place in-person, or via electronic means. If the meeting is held via electronic means, the face of each participating member must be visible to all other participating members; all votes at electronic meetings may be tallied vocally or electronically so long as procedures are in place to ensure that only authorized members cast a vote. The Board Meetings of the organization shall be at a time and place determined by the President and Vice-President and notice of such meeting must be given to the Board and Membership via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes at least ten days prior. It is preferred, but not required, that all Board Meetings be held in person, on Tuesdays, and at Lockwood Elementary School.

### Section 4: Special Meetings.

Special Meetings of the Board shall be called by the President, a majority of the Executive Committee, twenty percent of the voting Directors, or fifteen percent of the Membership submitting a written request to the Secretary. Notice of the Special Board Meeting, including its purpose, shall be sent to the Board of Directors via their designated email address or physically through Lockwood Elementary’s regular flyer distribution processes at least ten days prior.

### Section 5: Quorum.

One-half plus one the number of voting members of the Board of Directors constitutes a quorum.

### Section 6: Voting.

Each Director shall possess one vote in matters coming before the Board of Directors. If two or more members are sharing a Director position as authorized under Article IV, Section 1, those members only hold one vote in all matters coming before the Board of Directors. All matters must be approved by a majority vote of those Directors members present (assuming a quorum).

### Section 7: Removal and vacancies.

See Article IV, Sections 5 and 6. If there is no membership of the organization, removal and vacancies will be voted on in accordance with Article VI, Section 5.

## ARTICLE VIII: COMMITTEES

### Section 1: Membership.

### Committees may consist of Voting or Non-Voting Members, with the President acting as an ex-officio member of all committees.

### Section 2: Standing Committees.

The Standing Committees shall be described in the *PACE at Lockwood* Standing Rules.

### Section 3: Additional committees.

The Board of Directors may appoint additional committees and disband existing committees as necessary, whether or not a committee or a standing committee is listed in the Standing Rules.

## ARTICLE IX: FINANCES

### Section 1: Annual Budget.

A proposed budget shall be drafted for each academic year by a Budget Committee comprised of the President, Vice-President, Treasurer and any additional members appointed by the President in advance of the first Board Meeting of the academic year.

The proposed budget shall be approved to submit to the Membership by a majority vote of those present (assuming a quorum) of the Board of Directors at the first Board Meeting of the academic year, or as near that date as is practical.

The Membership shall vote to approve the budget at the first General Meeting of the academic year, or as near that date as is practical.

### Section 2: Budget Execution.

The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the budget approved by the Board of Directors and the Membership.

### Section 3: Budget Overages.

The Treasurer shall pay out funds up to the annual budgeted amount. Further, the Treasurer, in their sole discretion, may pay out funds up to $100.00 above the annual budgeted amount with notification to the Executive Committee within five business days.

The Board of Directors, in their sole discretion, may authorize the Treasurer to pay out funds up to $250.00 above the annual budgeted amount with notification to the Membership at the next General Meeting. The Board of Directors may authorize such an expenditure by unanimous written consent of all Board of Directors and without reservations.

### Section 4: Special Fundraising Execution.

Should *PACE at Lockwood* operate a fundraiser requiring a separate treasurer or treasurers specific to that fundraiser, such a position may be authorized by the Board of Directors. That treasurer or treasurers, shall receive all payments for that special fundraiser, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the procedures outlined in the Standing Rules.

### Section 5: Authorized Signature Requirement.

Two authorized signatures shall be required on each check or transfer of funds over the amount of $500. Authorized signers shall be the President, Vice-President, and Treasurer. Any special treasurer authorized by the Board of Directors may be the sole authorized signer for checks or transfer of funds written from a special fundraiser bank account authorized by the Board of Directors.

### Section 6: Audit Committee Report.

The Treasurer and any special treasurer shall make a full report to the Auditor at the end of the fiscal year.

### Section 7: Assets Upon Dissolution.

Upon dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be used, with Membership approval, for the benefit of Lockwood Elementary or, if that entity no longer exists, for another local organization with similar purpose and philosophy and with one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 8: Fiscal Year.

The fiscal year shall be September 1 to August 31.

## ARTICLE X: PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order” shall govern meetings when they are not in conflict with the organization’s bylaws.

## ARTICLE XI: STANDING RULES

Standing Rules contained in the *PACE at Lockwood* Handbook shall be approved by the Board of Directors, and the Secretary shall keep a record of the Standing Rules for future reference.

Changes to the enrollment policies shall be communicated to Lockwood Elementary Administration.

## ARTICLE XII: AMENDMENTS

These bylaws may be amended at any General or Special Meeting of the members, providing that previous notice is given in writing and then sent to all members of the organization by the President. Notice may be given by a flyer sent home with the student, postal mail or email. Amendments will be approved by a two-thirds vote of the members present (subject to quorum requirements).

## ARTICLE XIII: DISSOLUTION

The organization may be dissolved with previous notice of at least 14 calendar days and a two-thirds vote of the members present (subject to quorum requirements) at a General or Special Meeting of the members, see Article IX, Section 7.