



WE'RE ALL IN THIS TOGETHER!

Challenge Parents Association

April 13, 2011

Dear Challenge Parents Association Member,

As we announced at the General Membership meeting on March 3rd of this year, CPA will be expanding its scope to include students, parents, guardians, and faculty in the Brier Terrace Middle School Highly Capable Program, effective the beginning of the 2011-12 academic year. This decision came about through discussions with district staff, school faculty, and parents and guardians at both Terrace Park and Brier Terrace over the last year.

In order to achieve this expansion, a revision of the CPA bylaws is required. A committee to review and revise the bylaws was formed immediately following the March 3rd General Membership meeting. The committee revised the bylaws to both address the inclusion of BTMS and update and clarify some areas of the current bylaws. Attached to this letter is the result of that committee's work: the proposed revised bylaws for CPA.

Per the current bylaws, 30-days written notice of revisions is required for our membership before a vote on those revisions can take place. **In order to make it as convenient as possible for our membership to vote on these revised bylaws, a general membership meeting has been scheduled for Wednesday, May 18, 2011 at 6:30 p.m. in the Terrace Park library. This meeting will take place for the 30 minutes preceding the scheduled Terrace Park PTA meeting (7:00 p.m. in the Terrace Park library).**

Please review the attached Draft Revised Bylaws. The formatting of the document is as follows:

- Text that looks like this: unchanged text from the current bylaws.
- ***Text that looks like this:*** proposed additional text to the current bylaws.
- ~~***Text that looks like this:***~~ proposed deleted text from the current bylaws.

The CPA board and Bylaws Committee members will be at the meeting on May 18th to briefly discuss and answer any questions regarding these proposed revised bylaws before the vote takes place. You are welcome to send any questions or comments regarding these revisions to us via email at challengeparents@gmail.com or in writing to our mail slot or lock box at Terrace Park any time between now and May 18th.

Thank you for your time and continued support of CPA!

Challenge Parents Association Board of Directors & CPA Bylaws Committee

BE A PART OF THE CHALLENGE!

Challenge Parents Association • P.O. Box 3371 • Lynnwood, WA • 98046-3371

Tax ID #91-1052864

Challenge Parents Association
Edmonds School District, Washington
Bylaws

ARTICLE I. NAME

Section I.1. The name of this organization *is Challenge Parents Association, hereinafter referred to when filing with the IRS originally was the "Challenge Parents Booster Club." By way of these revised bylaws, the name of the organization will be changed to the Challenge Parents Association. The organization will be referred to hereinafter* as "CPA."

ARTICLE II. PURPOSE

Section II.1. Goals

(a) CPA's ~~primary~~ goal is to advocate for and support the needs and education of gifted/highly capable students, ~~families their parents or guardians, and teachers in the Terrace Park Challenge Program and in the Brier Terrace Middle School (hereinafter BTMS) Highly Capable Program, in addition to supporting other highly capable students enrolled at Terrace Park K-8 School~~ in the Edmonds School District. ~~Our secondary goal is to enhance highly capable education opportunities for grades 7-12 in the Edmonds School District.~~

(b) The Challenge Program is housed at Terrace Park School and is a highly capable program for students in grades 1-6. The BTMS Highly Capable Program, for students in grades 7 and 8, is housed at Brier Terrace Middle School.

Section II.2. Fundraising

Fundraising by the CPA is allowed only for the purposes of meeting the objectives of the mission of the CPA.

Section II.3. CPA is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE III. BASIC POLICIES

Section III.1. The organization shall be noncommercial, nonsectarian and nonpartisan.

Section III.2. The name of the organization or names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purposes not appropriately related to promotion of the purposes of the organization.

Section III.3. The organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign or on behalf of or in opposition to any candidate for public office.

Section III.4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set for in compensation for services rendered and to make payment and distributions in furtherance of the purposes set for in Article II hereof.

Section III.5. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on:

- (a) By an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code.
- (b) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section III.6. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations or organizations that have established their tax-exempt status under Section 501(c)(3).

ARTICLE IV. MEMBERSHIP AND VOTING

Section IV.1. Membership

- (a) All parents or guardians of students currently enrolled in the Challenge Program *or in the BTMS Highly Capable Program*, and/or Challenge Program *and BTMS Highly Capable Program* teachers in the Edmonds School District shall be members of this organization.
- (b) Students in the Challenge Program ~~(grades 1-6)~~ *or the BTMS Highly Capable Program* are honorary, non-voting members.

Section IV.2. Voting

- (a) Every parent/ *or* guardian and teacher shall be entitled to one (1) vote when present at a general meeting regardless of the number of positions held in the organization.
- (b) Students have the right to voice their opinion on issues identified on meeting agendas.
- (c) There can be no absentee or proxy voting.

ARTICLE V. OFFICERS AND THEIR ELECTION

Section V.1. Executive Officers

- (a) The Executive Officers of the CPA shall consist of President, Vice President, Secretary and Treasurer *and an optional position of Officer-At-Large. The Officer-At-Large position exists to ensure that the Executive Board has representation from both constituent schools.* This group of officers shall comprise the Executive Board.
- (b) Executive Officers shall be elected ~~by ballot~~ annually *at not later than* the last general meeting of the CPA *for the academic school year* and shall be installed in office no later than June ~~10th~~ *30th* of the year of the election. *Each Executive Officer position, with the exception of Treasurer, may have two people sharing the same title, as co-officers.* If there is only one (1) nominee *(or two (2) co-nominees)* for any office, election may be held by voice vote. *Otherwise, vote must be by ballot.*

- (c) Executive Officers shall be elected for a term of one (1) year. Officers may hold the same office for a maximum of two (2) consecutive years.
- (d) Persons may hold different, successive Board positions.
- (e) No person shall hold more than one (1) office at the same time.
- (f) No person can be elected or can serve as an officer unless he or she has a child enrolled in the Terrace Park Challenge Program ***or the BTMS Highly Capable Program*** in the Edmonds School District.

Section V.2. Nominating Committee

- (a) The Nominating Committee shall consist of a minimum of three (3) people; the Vice President and two (2) other non-Executive Officers selected by the Vice President.
- (b) The nominating committee shall nominate/recruit one (1) person for each office to be filled.
- (c) Members of the nominating committee may be nominees for office without resigning from the committee.
- (d) Only those persons who have consented to serve if elected shall be nominated for or elected to such office.
- (e) A slate of officers is to be presented by the nominating committee no later than the May membership meeting. The Chairperson of the Nominating Committee (the Vice President) is to report the name of the candidates for each office to be filled. At the time of the election, additional nominations may be made from the floor.

Section V.3. Vacancies

A vacancy occurring in any office is to be filled for the unexpired term by a person elected by a majority vote at a special election at the next membership meeting, a quorum being present. The Executive Board is to make recommendations for filling the vacancy; however nominations may be made from the floor.

ARTICLE VI. DUTIES OF OFFICERS

Section VI.1. President

- (a) The President is the Chief Executive Officer of the organization and shall preside at all regular and special meetings of the membership and Executive Board at which he/she may be present.
- (b) The President is a member ex-officio of all committees, except the nominating committee and the audit committee. Additionally, the President may not be elected or appointed to these committees.
- (c) In the case of Co-Presidents, the presence of either Co-President is sufficient to execute the duties of the President at any meeting of the membership or Executive Board.***

Section VI.2. Vice President

The Vice President is an assistant to the President. He/she is the alternate for the President in the President's absence. If the office of the President is vacated for any reason, the Vice President is to assume the duties of the President until such time as a special election is held. The Vice President discharges such duties as may be assigned by the President or the Executive Board. The Vice President is the chair of the Nominating Committee.

Section VI.3. Secretary

The Secretary records the minutes of all regular and special meetings of the Executive Board and the general organization. The secretary maintains a permanent file of the bylaws, minutes, committee reports, and any other records pertaining to the work of the CPA. He/she takes a count before any vote to determine if a quorum is present.

Section VI.4. Treasurer

- (a) The Treasurer receives and deposits the funds into the bank account of the organization.
- (b) The Treasurer keeps a full and accurate account of deposits and withdrawals (receipts and expenditures) of funds consistent with policies authorized by the officers.
- (c) The Treasurer makes disbursements as authorized by the President, Executive Board and general membership in accordance with the budget adopted by the CPA. Signatories on any association bank account may not be related to each other.
- (d) The Treasurer issues receipts for all moneys received.
- (e) The Treasurer submits a budget with the Budget Committee to the Executive Board to review and to the CPA for adoption.
- (f) The Treasurer presents a financial statement at every meeting of the CPA and at other times when requested by the Executive Board.
- (g) The Treasurer presents a complete annual report at the annual meeting of the CPA. The Treasurer submits all financial records annually to the auditing committee at least two (2) weeks prior to the date that the audit report is due. The Treasurer may not be a member of the auditing committee.
- (h) The Treasurer files all forms required by the Internal Revenue Service.

Section VI.5. Officers' Duties

- (a) All officers shall perform the duties as outlined in these bylaws and those assigned from time to time and shall turn over to the President/successor all pertinent records, books and materials and return to the Treasurer all funds without delay upon the expiration of the term of office or in the case of resignation.
- (b) All Contracts, including checks, shall be signed by two (2) Executive Officers. The recipient cannot be one of the signers.
- (c) The Executive Board appoints the committee chairpersons.

ARTICLE VII. EXECUTIVE BOARD

Section VII.1. Composition

- (a) The Executive Board shall consist of the elected officers of the CPA.
- (b) The President supervises the business and affairs of the CPA and has fiduciary responsibility for the organization. The Board shall execute contracts and agreements, or other obligations in the name of the CPA.

Section VII.2. Powers and Duties

The Executive Board plans and directs all the work necessary to carry out the program and policies adopted by the officers. It transacts necessary business between regular meetings of the CPA and all of the business referred to it by the CPA. It makes recommendations to the CPA. It can create and designate such special committees, as it may deem necessary. The Executive Board approves the plans for work of standing committees. It reviews and submits the budget prepared by the budget committee to the CPA for adoption. It appoints an audit committee of no less than two (2) non-signatory members or a professional auditor at least two (2) weeks prior to the date the audit report is due.

Section VII.3. Meetings and Attendance

Regular meetings of the Executive Board are to be called by the President and held a minimum of two (2) times during the school year from September to June. The President may call special meetings of the Executive Board with one (1) day's notice. Executive Board members are required to attend at least one (1) of the regular meetings of the Executive Board and two (2) meetings of the general membership.

Section VII.4. Quorum

A majority (51%) of the Executive Board shall constitute a quorum.

ARTICLE VIII. EDMONDS SCHOOL DISTRICT HIGHLY CAPABLE PROGRAM MANAGER

Section VIII.1. Advisor

The Edmonds School District ~~Highly Capable Program Manager~~ *employee who oversees Highly Capable programming* is invited to serve as a permanent, non-voting member of the CPA. He/she shall serve the organization in an advisory capacity. *He/she may designate someone on his or her staff to serve in this position.*

ARTICLE IX. FINANCIAL ADMINISTRATION

Section IX.1. Fiscal Year

The fiscal year of the organization commences on July 1st and ends on June 30th.

ARTICLE X. MEETINGS AND TRANSACTION OF BUSINESS

Section X.1. Membership and Meetings

(a) There are to be a minimum of three (3) general meetings of the CPA during each school year. The date and time of these meetings are to be determined by the Executive Board. There will be a minimum of ten (10) calendar days advance notice of any general or special meeting provided in the weekly school-wide information packets.

(b) The first meeting of the fiscal year shall be deemed to be the annual meeting of the CPA at which time annual reports of officers and committee chair people shall be presented.

(c) Meetings of the general membership may take place at the same time and place as meetings of the Executive Board.

(d) A quorum for the transaction of any business in any meeting of the general membership of the CPA shall consist of ten (10) people.

(e) A quorum for the transaction of any business in any Executive Meeting of CPA shall consist of the majority of the Executive Board (51%).

(f) The transaction of any business of the CPA that concerns the expenditure of funds of the CPA requires the approval of the Executive Board as taken by a vote of a quorum of the general membership.

ARTICLE XI. COMMITTEES

Section XI.1. Nominating Committee

A nominating committee shall be formed and shall perform its duties in accordance with the provision of Section 5.02.

Section XI.2. Auditing Committee

An auditing committee of no less than two (2) members or a professional auditor shall be appointed by the executive Board at least two (2) weeks prior to the date the audit report is due. This committee shall examine the Treasurer's accounts and, satisfied that they are correct, sign a statement of that fact to be presented for adoption by the voting body at the first meeting of the succeeding school year.

Section XI.3. Budgeting Committee

(a) The Treasurer shall be the chair of the Budget Committee which is comprised of a minimum of two (2) additional members.

(b) The budget committee prepares a budget for submission to the Executive Board to review and to the CPA for adoption.

Section XI.4. Special Committees

Special committees can be appointed by the President with the approval of the Executive Board to promote the purposes and to carry on the work of the CPA.

~~Section XI.5. Liaisons~~

~~(a) The President with the approval of the elected officers may appoint representatives from each of the schools with students identified as gifted/highly capable to function as liaisons to the CPA.~~

Section XI.6. Quorum

A majority (**51%**) of any committee shall constitute a quorum.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section XII.1. Robert's Rules of Order

The rules contained in *the current edition of* Robert's Rules of Order Newly Revised shall govern in all cases in which they are applicable, and in which they are not inconsistent with these bylaws *and any special rules of order CPA may adopt.*

ARTICLE XIII. AMENDMENTS

Section XIII.1. Bylaws Revision

(a) *As necessary, these* These bylaws shall be reviewed by a committee of no less *fewer* than three (3) members, ~~revised if necessary, and approved by a majority vote of the membership present (quorum necessary) at a regular meeting of the organization three (3) years from the date they are adopted by the membership and signed by the President and Secretary. Said committee shall propose any amendments or a revision to the general membership.~~

(b) These bylaws may be ~~revised or~~ amended *or revised* at any regular meeting of the organization by a two-thirds vote of the members present (quorum needed), provided ~~written~~ notice of the proposed amendment shall have been given at least thirty (30) days prior to the date of the meeting at which the action is *to be* taken. *Written notification may be carried out in print, electronically, or any combination of the two in accordance with Section 24.03.009 in Revised Code of Washington.*

~~(c) Modified Robert's Rules of Order shall be attached to the bylaws (approved by General CPA meeting December 17, 2005).~~

Membership Adoption Date

President's Signature(s) of *President(s)*

Virginia Everhart

Susan Wilson-Schmitz

Secretary's Signature(s) of *Secretary(s)*

Tina Marohn

(not applicable)