

BYLAWS

BIRCHTREE PARENTS GUILD, INC. EIN: 27-0856057

Birchtree Parents Guild

Bylaws

Adopted by the Birchtree Parents Guild
on

March 2, 2009
& amended October 1, 2012
Amended April 20, 2016
Palmer, Alaska

Birchtree Charter School
Mat-Su Borough
Alaska
www.Birchtreecharterschool.org

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PREAMBLE

The Birchtree Parents Guild (The Guild) is a Parent Teacher Organization (PTO) affiliated with the Birchtree Charter School. The Birchtree Academic Policy Committee (APC) will be the School's governing body; it makes all decisions about the School's staffing, budget and programs. The APC holds the School to the vision stated in its Charter. The APC operates within the framework of the Matanuska-Susitna Borough School District (MSBSD), which is the governing body for all public schools in Matanuska-Susitna Borough, Alaska.

The Guild is a parents' group; its mission is to support the Birchtree Charter School and its teachers for the betterment of the children attending the School. The Guild comes together to solve problems, promote communications within the Birchtree community as a whole, discuss issues, raise funds and to help decide where outside financial contributions are best spent. "Membership" in the Guild is open to all parents, founding parents and teachers interested in Birchtree Charter School, as well as other such persons interested and accepted by the Guild's Board of Directors.

The Guild is a non-profit organization registered with the State of Alaska and organized under Section 501 (c)(3) of the United States Government Internal Revenue Service Code of 1986. The following Bylaws apply to the Guild only; other instruments govern the actions of the Birchtree Charter School and its Academic Policy Committee.

ARTICLE I

Name, Office, Fiscal Year and Governance

SECTION 1. Name. The name of the organization shall be "Birchtree Parents Guild," hereinafter be referred to as "the Guild" or "BPG".

SECTION 2. Office. The principal office shall be at the facility of Birchtree Charter School, 7107 E. Palmer-Wasilla Hwy, Palmer, Alaska 99645-7763.

SECTION 3. Fiscal Year. The fiscal year of the Guild shall coincide with that of the Birchtree Charter School, which in turn coincides with the fiscal year of the Mat-Su Borough School District (July 1 through June 30).

SECTION 4. Governance. The Birchtree Charter School shall have a Parents Guild, which shall be the Parent Teacher Organization. The Guild shall be governed by the Board of Directors hereinafter described.

ARTICLE II

Purpose and General Responsibilities

SECTION 1. Purpose. The Guild will be a nonprofit corporation dedicated to engaging in charitable and educational activities within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law, including but not limited to, supporting the Birchtree Charter School and its teachers for the betterment of the children attending the school, and for any other purpose for which a nonprofit corporation may be organized under the laws of the State of Alaska.

SECTION 2. General Responsibilities. The Guild's general responsibilities shall include:

- Supporting the Birchtree APC in the fulfillment of the mission of Birchtree Charter School (BCS) as stated in the Birchtree Charter.
- Raising funds for BCS in conformity with restrictions related to fundraising as applied to best practices for IRS code Section 501(c)(3) entities.
- Dispersing funds in accordance with the applicable rules and regulations for purposes consistent with the Guild's charitable mission. Reviewing contracts for products and services consistent with its mission.
- In the event of the dissolution of the BPG all unrestricted funds will be granted to BTC and or another Waldorf inspired educational non profit.

ARTICLE III

Membership

SECTION 1. Members. The Guild Corporation shall have no legal members in the corporation itself though all associated individuals may be called "members" in common usage.

SECTION 2. Associated Individuals. Association with the Birchtree Parents Guild is open to all parents or legal guardians of students enrolled in the Birchtree Charter School (BCS); and the Principal, teachers, and teachers' aides and staff of the BCS. Individuals associated with the Guild may be called "members," but common use of this term does not imply legal membership in the corporation itself. No individuals associated with the Guild shall act on his/her own in the name of the Guild unless so authorized by these Bylaws or by resolution of the Guild.

ARTICLE IV

Board of Directors

SECTION 1. General Powers and Duties. Management of the affairs of the Birchtree Parents Guild shall be vested in its Board of Directors. The Board of Directors shall possess and may exercise any and all powers granted to the Guild under the Alaska Nonprofit Corporation Act

and its Articles of Incorporations, subject to the limitations set forth in the Articles and these Bylaws.

SECTION 2. Members and Number of Directors. The Birchtree Parents Guild shall elect from its Associated Individuals a Board of Directors to act as its governing body. The number of BPG Guild board members constituting the entire board shall not be more than eleven (11) voting members and the composition of the Board shall only include those persons interested in supporting the Birchtree Charter School and its teachers for the betterment of the children attending the school and shall include the following:

- One teacher currently under contract to the Birchtree Charter School (BCS);
- One teacher or teacher's aide currently under contract with BCS;
- One employee of BCS who is also a parent and who is not a teacher, teacher's aide or Administrator and
- One member of the Academic Policy Committee ("APC") Executive Committee as elected by the APC (This person shall be designated the APC Liaison).
- The remaining Directors shall be parents of one or more children enrolled in the BCS who are not employed by BCS. There shall be no more than 2 persons on the Board who are also teachers at BCS no matter what other interests they may hold, i.e even if they are also parents.
- At the discretion of the Board, one position may be reserved for a corporate sponsor of the school.

SECTION 3. Non-voting Director. The Chosen Principal or Acting Principal, under contract to the Birchtree Charter School, shall be an "ex officio" member of the Board, but shall have no vote.

SECTION 4. Terms. All directors shall serve two (2) year terms, except the APC Liaison who serves at the discretion of the APC. It is the goal of these Bylaws that at any regular election (see Article V) one (1) of the BPG teacher positions and four (4) of the BPG non teacher positions shall be open for re-election, and that the remaining one (1) teacher and four (4) non teacher positions shall come up for re-election at the following year's regular election. If at any time this balance is not maintained, the BPG Board may extend, but not shorten, the term of any Director(s) until this balance is achieved. A majority vote of the full BPG Board shall be required to extend any term.

SECTION 5. Term Limitations. There shall be no limitation on the number of consecutive or non-consecutive terms that any Director may serve.

SECTION 6. Vacancies. When positions on the Birchtree Parents Guild Board of Directors become vacant, the Chair or Vice Chair shall call for appointment of new Directors. Any Director or Associated Individual may submit nominations to the Board for any vacancy that is to be filled, and appointments may occur at any regular meeting of the Board. Any vacancy occurring on the BPG Board shall be filled by majority vote of the remaining Directors. The

replacement Director shall be appointed for the unexpired term of his/her predecessor and their term shall start immediately.

SECTION 7. Compensation. Directors shall not receive any compensation from the BPG for services rendered to the BPG as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Guild, in reasonable amounts based on policies approved by the Board.

Members of the Board of Directors are not restricted from being remunerated for professional services. Such remuneration shall be at reasonable or applicable market rates, to be approved by the full Board of Directors, with adherence to financial policies and procedures adopted by the Board.

SECTION 8. Resignation. Any Director may resign at any time by giving written notice to the Chair or Secretary of the Board. Such resignation shall take effect at the time specified therein and, unless otherwise stated, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 9. Removal. Directors are expected to attend, at a minimum, all regular BPG Board meetings. Although absences at times cannot be avoided, the Board may remove any Director who fails to attend three (3) such meetings during his/her term. Additionally, the BPG may remove a member without cause when it determines that the best interests of the BPG would be served thereby. Removal shall require a super majority vote of the full BPG. Removal shall require a super majority of the full BPG to be present. The BPG Director who is subject to removal may vote.

SECTION 10. Conflict of Interest. Service on the BPG Board is a trust created in the interest of the Common Good and for the benefit of the Birchtree Charter School. It is the intent of these Bylaws to maintain the Birchtree community's confidence by preventing the use of membership on the Guild's Board of Directors for private gain or any other improper purpose.

ARTICLE V

Election of Directors to the BPG Board

SECTION 1. Elections Committee. In September of each year, the Chair of the BPG shall appoint an Elections Committee of at least three (3) persons. One person shall be a parent member of the BPG, and one person shall be a parent of a student enrolled in the School but who is not a member of the BPG or APC. The Elections Committee shall oversee the election process for positions on the BPG and shall work in coordination with the APC elections committee. The Elections Committee shall do the following:

- A. Solicit and accept applications from candidates for membership to the BPG;

- B. At its discretion, nominate individuals who have not submitted an application as candidates for positions on the BPG so as to meet the requirements of the matrix developed by the BPG;
- C. Will bring the full list of candidates to the BPG October meeting. The Elections Committee will also present their recommendations for final ballot so that all matrix requirements are met.
- D. Make available within the School office copies of any statements approved candidates choose to submit to the parents, students, or personnel;
- E. May establish a forum for public introduction of approved candidates. Write-in candidates may petition the BPG to participate in forum;
- F. Prepare a secret ballot listing the approved candidates, plus a space for write-in candidates;
- G. Distribute and collect the secret ballots and otherwise oversee the election so that it is conducted in a fair manner;
- H. Set date for election. Results of election must be reported no later than Nov. 15th.
- I. Advise the candidates and the BPG of the election results;
- J. Prepare a report stating the results of the election, which report shall be kept at the principal office of the School and be made available for review by interested parents, teachers, or staff members of the School.

SECTION 2. BPG Board's Role in Elections.

The BPG Board shall do the following:

- A. At the September meeting or as soon thereafter as possible, approve the governance matrix.
- B. At the October meeting or as soon thereafter as possible, approve final election ballot.
- C. At the annual meeting in November, the BPG shall swear in new members.

SECTION 3. Candidates

In order to create and maintain a board of directors able to effectively manage BPG affairs, the following criteria are necessary for candidates before taking their position on the board:

- A. Each candidate shall agree to attend a board 101 training either prior to or within the first month of taking up their position. Candidates may show that they either

have board experience or may attend the class offered by BCS each year.

- B. Each candidate shall meet the governance matrix needs which will be described or listed on the election application.
- C. Each candidate shall agree to sign the commitment statement prior to taking up their position.

SECTION 4. Eligibility to Vote. Only parents or legal guardians of students enrolled in the School on the day of the election, the Principal, teachers, teacher's aides, School staff employed by the Matanuska-Susitna Borough School District, each with a current contract for the School which is effective on the date of the election, not to exceed one vote per family per open position, are eligible to vote in elections. By way of example, if a family has two children enrolled at the School, only one parent or legal guardian may vote. The parents or legal guardians shall decide amongst themselves how to cast their family vote. The Elections Committee shall be responsible for monitoring voter eligibility and resolving any disputes involving the casting of ballots.

SECTION 5. Casting of Ballots. Voting may occur in three ways:

(1) At any time during the date of the annual meeting up until 1 hour before the annual meeting, by obtaining from and submitting to the School office the secret ballot prepared by the Elections Committee, (2) by completing the secret ballot in person as stated above, or (3) by absentee ballot completed according to procedures established by the Elections Committee.

- A. Write-in candidates may be added to the secret ballot by any voter.
- B. Proxy, facsimile, e-mail, or other method of voting not expressly authorized above are not permitted or valid.
- C. All eligible voters, as defined in ARTICLE V, SECTION 3 above, may vote for both parent and teacher positions on the BPG. By way of example, if there are four parent positions open and seven parent nominees, and one teacher position open and three teacher nominees, a voting family may cast four votes for the parent positions, and one vote for the teacher position.

ARTICLE VI

Officers

SECTION 1. Officers. Officers will be elected by the BPG Board of Directors from amongst the Board members. The officers of the Birchtree Parents Guild shall be Chair, Vice Chair, Secretary, and Treasurer, each of whom must simultaneously be a member of the Board. The BPG Board may elect or appoint such other officers, including one or more assistant secretaries,

as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed, from time to time, by the members and Board of the Guild.

SECTION 2. Election and Terms of Office. The term of all officers shall be one (1) year. New officers shall be elected annually by a majority of Board Members. If the election of officers is not held after the annual election of Directors then elections shall be held as soon thereafter as possible.

SECTION 3. Removal. Any officer may be removed from office, but not from the Board, by a majority vote of BPG Board whenever in its judgment the best interests of the School would be served thereby.

SECTION 4. Vacancies. A vacancy in any office may be filled by a majority vote of the BPG Board for the unexpired portion of the term.

SECTION 5. Chair. The Chair (President) shall be a parent member, and shall be the presiding officer at all meetings of the Guild, including Board meetings. The Chair shall have such authority and perform such duties as shall be directed by the Board.

SECTION 6. Vice Chair. The Vice Chair shall be a parent member. In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice Chair or other BPG Board member designated by the Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Board.

SECTION 7. Secretary. The Secretary shall cause the minutes of Guild meetings to be kept in computer files and/or in one or more books provided for that purpose. The Secretary shall also see that all notices and agendas are duly given and posted in accordance with the provisions of these Bylaws or as required by law, keep an updated list of the mailing address, e-mail address, and telephone numbers of each Director and "member" of the Guild. In general the Secretary shall perform such other duties as from time to time may be assigned to him/her by the Board.

SECTION 8. Treasurer. Each October, the Treasurer shall present to the BPG Board the annual budget for the forthcoming year and shall ensure that it justly supports the mission and goals of the Birchtree Parents Guild. The Treasurer will also present an update on the budget at each Board meeting, and in all ways shall be accountable to the BPG Board. The Treasurer shall cause to be completed the audits required by the Board. The Treasurer will serve as the financial liaison for all fund raising entities.

ARTICLE VII

Meetings

SECTION 1. Open Meetings Act. All meetings of the Guild shall be open to the public.

SECTION 2. Annual Meetings. The annual meeting of the BPG membership shall be held in November as set by the Board, for the purpose of electing members of the Board and reporting to the membership the activities of the BPG. If the annual meeting or election of the BPG Board is not held on the day designated by the Board, the Board shall cause the annual meeting and election to be held as soon thereafter as possible

SECTION 3. Regular Board Meetings. The BPG Board shall also hold regular meetings, typically monthly but at least four (4) times a year. These meetings are to be open to the public.

SECTION 4. Special Board Meetings. Special meetings of the BPG Board may be called by the Chair, Principal, or any three members of the Board. The Secretary shall notify Directors and post the required notices as with all other meetings.

SECTION 5. Place of Meetings. The BPG Board may designate any place within the Mat-Su Valley as the place of meeting for any annual meeting, regular meeting, or special meeting. If no designation is made, the place of meeting shall be at the Birchtree Charter School.

SECTION 6. Notice of Meetings. The BPG Secretary shall cause notice of annual membership, regular Board, and special Board meetings to be delivered, either personally, by mail, by posting [in the school building], or by [other electronic means] to each member of the BPG Board not less than one (1) day before the date set for such meeting. Notification shall state the place, day, and hour of any meeting. In addition, at least twenty-four (24) hours prior to each meeting, notice of and the agenda for each meeting shall be posted on the Birchtree Charter School website, www.birchtreecharterschool.org, and in the school building. Issues not posted on the agenda may nonetheless be raised, discussed, and voted upon at any meeting.

SECTION 7. Informal Action by Board. Any action that otherwise may be taken at any meeting of the BPG Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed and unanimously agreed upon in writing or e-mail by a quorum of the members of the Guild entitled to vote with respect to the subject matter thereof.

SECTION 8. Quorum. Greater than fifty percent plus one (50%+1) of the voting BPG Board members constitutes a quorum. Telephonic and other electronic participation is permitted at meetings. .

SECTION 9. Manner of Acting. The act of a majority of the members of the BPG Board at a meeting at which a quorum is present shall be the act of the Guild, unless the act of a greater number is required by law or by these Bylaws.

SECTION 10. Executive Sessions. All regular and special meetings of the BPG Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss matters including:

1. Attorney-client matters;
2. Contract proposals or negotiations; and

3. Other matters as determined by the Chair of the BPG Board.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the BPG Board may be present during an executive session. The BPG Board shall not make final policy decisions, nor shall any resolution, rule, regulation or formal action or any action approving a contract or any other final action be approved until ratified by the full board as soon as practical after the close of executive session at any session which is closed to the general public. Matters discussed during the executive sessions shall remain confidential among those attending. The Secretary shall maintain topical minutes of all executive sessions.

SECTION 11. No Proxies. Members of the BPG Board may not vote by proxy. Voting of the Board may be conducted by email or by telephone when necessary at the discretion of the Chair.

ARTICLE VIII

Committees

SECTION 1. Membership. The BPG Board, by resolution adopted by a majority of a quorum, may designate and appoint one or more committees to perform specific tasks. Committee membership is open to the public and may include volunteers,

SECTION 2. Instructions and Responsibilities. Each committee shall be clearly instructed as to the length of time each member is being asked to serve, the service the BPG Board wishes each committee to render, the extent and limitations of responsibility, the resources the Board will provide, and the approximate dates on which the BPG Board wishes to receive reports. Recommendations of special advisory committees shall be based on research and fact and shall be advisory to the Guild.

SECTION 3. Powers and Prerogatives. The BPG Board shall have the power to dissolve any committee and shall reserve the right to exercise this power at any time during the life of any committee.

SECTION 4. Meetings. BPG Committees shall comply with the requirements that are specified in ARTICLE VII, SECTION 4 above.

ARTICLE IX

Contracts, Checks, Deposits, Funds and Accounting

SECTION 1. Contracts. The BPG Board shall have the authority to enter into contracts, execute and deliver instruments, and otherwise legally bind the Guild. The Board may delegate this authority, either in specific instances or in general, to the Birchtree Charter School Principal or his/her designee, or to any officer of the BPG Board.

SECTION 2. Bank Accounts and Financial Transactions. All Guild monies not held by the Matanuska Susitna Borough School District shall be deposited in a bank account(s) in the name

of the Birchtree Parents Guild. Signatories on any such accounts shall be at minimum two officers of the Guild. Only Officers shall be Signatories. Withdrawals or transfers from any Guild funds, bank accounts, budget transfers, and any expenditures more than Five Hundred Dollars (\$500.00) shall be approved by both the BPG Treasurer and Chair. BPG Board approval obtained for all major expenses over One Thousand Dollars (\$1,000.00) and budget changes. Any expenditures or changes in the budget less than Five Hundred Dollars (\$500.00) shall require only the approval of the Chair.

SECTION 3. Accounting. The Treasurer or his/her designee shall present to the BPG Board at each regular meeting a ledger itemizing all income, expenses and budget transfers since the prior regular meeting of the BPG. The BPG Board may at any time cause a full or partial independent audit of Guild monies.

ARTICLE X **Indemnification**

To the full extent permitted by the Alaska Nonprofit Corporation Act, as it now exists or is subsequently amended, the Birchtree Parents Guild may, to the maximum extent permitted by law and in the absence of School or Matanuska Susitna Borough School District insurance, defend, hold harmless and indemnify all current and former members of the BPG Board, all persons who at the request of the Board have acted or not acted, from and against any claims, civil, in which that person is made a party by reason, in whole or in part, for being or having been a BPG Director, at the request of the BPG Board when that person has acted within the course or scope of his or her duties to the Guild. Indemnification shall be provided by a majority vote of a quorum of the BPG, on a case-by-case basis.

ARTICLE XI **Limitation of Director Liability**

To the full extent permitted by the Alaska Nonprofit Corporations Act, as it now exists or is subsequently amended, regarding the limitation or elimination of the liability of directors and officers, a Director or Officer of the Birchtree Parents Guild shall not be liable to the Guild for monetary damages for breach of fiduciary duty as a director or officer. Any amendment or repeal of this section shall not adversely affect any right or protection of a Director or Officer for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

ARTICLE XII **Amendments to Bylaws**

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the BPG Board who are present at any regular meeting or any special meeting (where a quorum is present), provided that the proposed change in the Bylaws has been submitted in writing to all of the members of the BPG Board and posted publicly in the School

office at least two (2) days prior to the meeting at which the proposed change will come up for a vote. Proposed changes to the Bylaws may be submitted by any member of the BPG Board, by parents with students enrolled in the School, or by the Principal, or teachers, once under contract with the Birchtown Charter School, for consideration by the BPG Board.

CERTIFICATION

The undersigned Secretary of the Birchtree Parents Guild hereby certifies that the above Bylaws were duly adopted by the Board of Directors of the Guild on the _____ day of _____ 20____.

Secretary

Chair