

AMENDED AND RESTATED
BYLAWS OF
MORNING STAR PARENT COUNCIL,
A NONPROFIT CORPORATION

ARTICLE ONE

LOCATION

Morning Star Parent Council, a Montana Nonprofit Corporation, commonly known as “Morning Star Parent Advisory Council (PAC)”, (hereafter referred to as the “Corporation”) has its principal office located at 830 W. Arnold Street, City of Bozeman, County of Gallatin, State of Montana. The Corporation may have such other offices within the Bozeman School District, as the Board of Directors (sometimes referred to hereafter as the “Board”) may determine from time to time.

ARTICLE TWO

GOALS & MISSION

The mission of the Corporation is to support the efforts of the Morning Star teachers and staff by volunteering time and raising funds to provide materials, equipment and experiences that enhance the educational opportunities for the students of Morning Star Elementary school.

The goals of the Corporation are to:

- Enhance the role of parents in supporting the education of their children;
- Recruit and involve Morning Star parents in an organized manner with the planning, review and implementation of the Corporation’s programs and budgets;
- Recruit and involve Morning Star parents in the Corporation’s development and planning opportunities and meetings;
- Provide open, transparent and relevant communication to Morning Star parents about the

Corporation's activities and opportunities, while encouraging them to bring questions, concerns and ideas to the attention of the Board of Directors; and

- Work collaboratively with the Principal, teachers and staff of Morning Star School.

ARTICLE THREE

MEMBERS

Section 1. Qualifications. The members of the Corporation shall consist of one (1) class. To qualify as a member of the class, an individual must: (i) be a parent (including step-parent) or guardian of a student enrolled at Morning Star; (ii) meet any other such requirements for membership as the board may impose from time to time. An individual's membership in the Corporation is automatically terminated when his or her student is no longer enrolled at Morning Star School.

Section 2. Procedure. All qualified individuals are members but only those who shall attend the Corporation's meeting or provide notice to one of the Directors of the Corporation shall be voting members.

Section 3. Termination of Membership. The Board of Directors, by unanimous vote of the Board of Directors, may suspend or expel a member for cause by providing:

- (a) not less than 15 days' prior written notice of the suspension or expulsion and the reasons for it; and
- (b) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion.

Continued disruption at meetings, creating a disturbance at meetings or other improper activity that interferes with the Goals and Missions set forth in Article Two, or the orderly conduct of the Corporation, shall be cause for termination.

Section 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE FOUR

MEETINGS OF MEMBERS

Section 1. Monthly Meeting. The Board of Directors shall hold a monthly meeting of the members during the months of September through May, at a location and time to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called with at least ten (10) days prior notice by: (i) by a majority of the Board of Directors; (ii) or upon request to a Director of not less than five (5) members of the Corporation.

Section 3. Notice of Meetings. The Corporation shall provide written notice to the members, stating the place, day, and hour of any meeting of members not less than ten (10) days. Said notice shall be delivered by email or newsletter. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Quorum. Five (5) members shall constitute a quorum at such meeting. If a quorum is not present when a meeting starts, then a majority of the members present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 5. Voting Rights. Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 6. Exercise of Voting Rights. Members must vote in person at the meeting at which the vote is taken; however, at the general election of the Board of Directors, a member may either vote in person at the meeting, or may vote by written ballot at Morning Star Elementary between 8 am and 4 pm on the day of the meeting.

ARTICLE FIVE

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation.

Section 2. Number and Tenure. The number of Directors shall be no fewer than five (5) but no more than seven (7). The term of office of each Director shall be one (1) year. Each Director shall continue to serve until the expiration of his/her term, unless he/she resigns or is replaced prior to the expiration of his/her term. A Director's term shall commence on May 1st and

continue until April 30th of the following school year.

Section 3. Election of Board of Directors. Directors shall be elected annually by the members through the following process:

3.1 Nominating Committee: It is the intention of the Corporation that members, who are not currently serving as Officers, be invited to participate on the Nominating Committee (hereafter referred to in this Section as the “Committee”). Members shall be invited to participate on the Committee at the December general meeting of the members. The Committee shall consist of three (3) to five (5) members. The Committee shall select one of its members to serve as the Chair.

The Committee is responsible for conducting the election of the Directors, which includes, without limitation, the following general responsibilities:

- Preparing and distributing all notices regarding the election process, i.e. meeting notices, agendas, reminder notices, etc.;
- Preparing ballots, attendance sheets, ballot box, tally sheets, and all other materials pertaining to the election; and
- To the best of its ability, ensuring that the delivery, receipt, and counting of the ballots are conducted in a fair and ethical manner, in compliance with the requirements of these Bylaws.

3.2 Nomination of Candidates for the Board of Directors.

(a) During the January meeting, the Committee shall announce the call for nominations of candidates for the Board of Directors and the date by which the nomination process will be closed. Immediately thereafter, the Committee shall publish (by email or newsletter) the same announcement to all the members.

(b) During the February meeting of the members, the Committee shall provide an opportunity for the members to present nominations of candidates for the Board of Directors (including self-nomination). The candidates may state an intention of seeking an appointment as one of the Officers listed in Article Six below if elected. For example purposes only, a nomination for the Board of Directors may read, “Amy Andrews, running for election as a Board Member of the Morning Star PAC, with the intention of being appointed as Treasurer.”

(c) The Committee shall start accepting nominations at the February meeting and shall continue accepting nominations until the seventh (7th) day prior to the election. After that date, no further nominations will be accepted by the Committee.

(d) The Committee shall hold the election at the March meeting of the members. Written notice of the upcoming election, with a list of all candidates and their intentions to seek Officer positions, shall be distributed to the members not less than five (5) days prior to the election. Further, if the Committee receives prior approval from Morning Star School, the Committee shall also post at Morning Star a notice of the upcoming election with the final list of candidates five (5) days prior to the election.

3.3 Election and Use of Ballot:

(a) Voting shall be by written ballot and accepted at Morning Star Elementary between the hours of 8 am and 4 pm on the day of the election.

(b) The names of all of the candidates shall appear on the ballot in alphabetical order.

(c) Ballots shall be printed with instructions on how to vote.

(d) Ballots shall be counted immediately following the election and in the presence of the Principal or Vice Principal.

(e) Ballots shall be retained for two (2) months from the date of the election by the chairperson of the Committee.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at a reasonable time prior to the monthly meeting of the members at a place generally agreed on by all Directors.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 6. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law and by these bylaws. The Board of Directors may at any time, without a meeting, carry out their duties by execution of a written instrument signed by 100% of the

directors.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled at a monthly meeting of the members. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 8. Removal. A Director may be removed, with or without cause, only by the members entitled to elect such Director at a meeting called for the purpose of removing a Director(s). The notice of such meeting must state that a purpose of the meeting is removal of the Director. Removal of a Director prior to the expiration of his/her term requires two-thirds vote of the members in attendance at the meeting to remove the Director.

Section 9. Resignation. Any Director may resign at any time by delivering written notice of his/her resignation to the Board of Directors, or any Officer of the Corporation. The resignation shall be effective when the appropriate person(s) receive(s) the written notice or at the time designated in the written notice. Under no circumstances shall a resigning Director designate a resignation date earlier than the date in which the notice is given to the appropriate person(s).

Section 10. Compensation. Directors shall not receive any compensation for their services, but shall be reimbursed by the Corporation for all reasonable and necessary expenses incurred by them in carrying out their duties as Directors.

ARTICLE SIX

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be two Co-presidents, a Secretary, Treasurer, and an Enrichment Officer. Such other officers may be appointed in accordance with the provisions of this article. The Board of Directors may appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The same person may not hold two or more offices simultaneously.

Section 2. Election and Term of Office. The Officers of the Corporation shall be appointed annually by the Directors at the first meeting of the Directors immediately following the election of the Directors. New offices may be created and filled at any meeting. Each Officer shall continue to serve until the expiration of his/her term, unless he/she resigns or is replaced before

the expiration of his/her term. An Officer's term shall commence on May 1st continue until April 30th of the following school year, with the exception of the office of the Treasurer, whose term shall be from July 1st to June 30th for continuity with the Corporation's fiscal year. Officers may serve no more than two (2) consecutive terms in the same office.

Section 3. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Powers and Duties.

(a) **Co-Presidents.** The co-presidents shall be the chief executive officers of the Corporation and shall preside at all meetings, unless neither Co-President is in attendance in which case the Treasurer will preside. The Co-presidents shall:

- carry out all duties designated by the Board of Directors on behalf of this Corporation
- either Co-President shall execute all documents which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation; however, the Treasurer shall also have the authority to sign all federal and state tax returns and additional financial documents, as further described in Subsection (c) below.
- The Co-Presidents shall have such further powers and duties as from time to time may be conferred upon, or assigned to, him/her by the Board of Directors.
- serve as the primary contact between the Corporation and the Principal of Morning Star Elementary;
- serve as an ex officio member of all committees except the Nominating Committee; and
- coordinate the work of all the Officers and committees so that the purpose of the Corporation is served.

(b) **Secretary.** The Secretary shall record all proceedings of the meetings in an electronic and hard copy formats to be kept for that purpose. He/she shall:

- prepare the agenda, handle correspondence, and send notices of meetings and all other notices required by law or by these Bylaws to the membership, and if the Secretary fails to provide such notice, the notice may be given by either Co-president;
- take and record minutes of all meeting proceedings;
- be the custodian of all records relating to the business of this Corporation, except those of the Treasurer; and
- join with the Co-presidents to attest to the due execution on behalf of this Corporation of all documents which may be required or authorized to be so executed by the Board of Directors for the proper and necessary transaction of the business of this Corporation.

(c) **Treasurer.** It shall be the responsibility of the Treasurer to present a financial statement at each monthly meeting of the members, and at any other time upon the request of the Board of Directors, and to make a year-end report at the end of the Corporation's fiscal year. The Treasurer shall also:

- receive and have custody of all the funds and securities of the Corporation;
- endorse on behalf of this Corporation all checks, drafts, notes and other obligations and evidences of the payment of money payable to this Corporation or coming into his/her possession;
- deposit the same, together with all other funds of this Corporation coming into his/her possession, in such bank(s) as may be selected by the Board of Directors;
- keep a full and accurate record of receipts and expenditures in books belonging to the Corporation, which shall be open at all times to the inspection of the Board of Directors; and
- pay out funds in accordance with the approval of the Board of Directors.

(d) **Enrichment Officer.** It is the goal of the Corporation to form an Enrichment Committee to coordinate volunteers and collaborate with the school's teachers and staff throughout the school year in order to organize artistic, scientific, cultural, and educational enrichment activities that complement the curriculum in a flexible and appropriate manner for all

Morning Star students. To accomplish that goal, the Board of Directors shall appoint an Enrichment Officer who shall:

- monitor and ensure that the expense for all Classroom Enrichment activities falls within the Corporation's designated budget for such;
- develop and organize enrichment activities (i.e. assemblies for the entire student body or other programs) as are requested by the staff and within the financial means of the Corporation;
- to work with the other Officers to oversee staff requests for fieldtrips to ensure that the expenses for such do not exceed the Corporation's financial means.

(e) **Additional Powers.** Any officer of this Corporation, in addition to the powers conferred upon him/her by these bylaws, shall have such additional powers and perform such additional duties as may be described from time to time by the Board of Directors..

ARTICLE SEVEN

COMMITTEES

Section 1. Financial Advisory Committee. In order to ensure appropriate fiduciary oversight of expenditures, the Board will establish a Financial Advisory Committee (FAC).

(a) **Number and Tenure of FAC Members.** The FAC will be co-chaired by one PAC Co-President and the PAC Treasurer, and include an odd number of at least three (3) other non-Officer PAC Members. Other Officers are welcomed to participate on FAC but may not be counted towards the five (5) person minimum for this Committee. The term for FAC Committee Members will be one year commencing on April 1st. FAC Members may serve two (2) consecutive one-year terms. Former FAC Members may rejoin this Committee after being inactive for at least one year.

(b) **Invitation to Join FAC.** In March, the Board shall invite all existing, eligible members of FAC to continue participating on FAC. The Board shall then make a public invitation to all the Members of PAC to participate on FAC. This invitation shall be delivered to the Membership by a reasonable method as determined by the then sitting Board of Directors. Said invitation shall be delivered to the Membership in early April and September, and also at the April and September PAC meetings.

(c) **Duties of FAC.** The duties of FAC shall include:

(i) Reviewing the preliminary annual program budget in April before the budget is voted on at the May PAC meeting.

(ii) Reviewing the preliminary annual budget and fundraising plan in April and making a recommendation to be presented to and voted on by the Membership at the May PAC meeting. Voting on a preliminary budget in May will provide formal authorization for the PAC officers to spend allocated funds for programs over the summer and at the beginning of the school year before the approval of the final annual program budget in September at the first PAC meeting of the new school year.

(iii) Reviewing and approving budget exceptions and modifications between \$250 and \$1,000. In addition, because any budget exceptions and modifications exceeding \$1,000 must be brought to PAC for discussion and vote by the Membership, it shall be the duty of FAC to first review and approve any proposed exceptions and modifications in excess of \$1,000 prior to that exception or modification being presented to Membership for its final vote.

(iv) Serving as PAC budgetary ambassadors who communicate PAC revenues and expenditures to parents throughout the year. To ensure accuracy, all information disseminated to parents should come directly from the Treasurer's Report and any documents shared at the monthly PAC meetings.

(v) Evaluating the feasibility and facilitating the initiation and implementation of a Capital Campaign for Morning Star. (See Annual Program Expenditure Guidelines, the Enrichment Expenditure Guidelines, and the Capital Campaign Expenditure Guideline, attached hereto, for additional details.)

The Board shall communicate with FAC on PAC's income and expenses, so that FAC members may make educated decisions regarding any proposed modifications to the budget as described above and in the Annual Expenditure Policy.

It is PAC's intention that Morning Star's Principal will be an active participant in all FAC discussions and communications. FAC will seek input and guidance from the Principal for issues under consideration to ensure that all recommendations are feasible for Morning Star's staff, students and the School before they are brought to a PAC meeting for discussion and vote by the Membership.

Section 2. Committee Chairs. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of one or more Chairs to serve the purpose of the Corporation. If the Directors, by resolution, grant the Chair or Committee authority to represent the Corporation, the designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors by law.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation.

Section 4. Removal of Committee Member. The Board of Directors, by unanimous vote of the Board of Directors, may remove any Committee Member for cause by providing:

- (a) not less than 15 days' prior written notice of the suspension or expulsion and the reasons for it; and
- (b) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion.

Continued disruption at meetings, creating a disturbance at meetings or other improper activity that interferes with the Goals and Missions set forth in Article Two, or the orderly conduct of the Corporation, shall be cause for termination.

ARTICLE EIGHT

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. A majority of the Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers and in such manner as shall from time to time be determined

by resolution of the a majority of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE NINE

BOOKS AND RECORDS

All books and records of the Corporation may be inspected by any members, or his/her agent or attorney for any proper purpose at any reasonable time. For purposes of these bylaws, "reasonable time" is defined as 8:00 a.m. to 5:00 p.m., Mountain Standard Time, Monday through Friday, except holidays.

ARTICLE TEN

FISCAL YEAR

The fiscal year of the Corporation shall end July 31st.

ARTICLE ELEVEN

WAIVER OF NOTICE

Whenever any notice is required to be given by law, or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a

majority of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days written notice of the intent to alter, amend, or repeal is given in advance of the meeting at which the action is to be taken. Provided, however, that any amendment which relates to the number of Directors, the composition of the Board, the term of office of the Directors or the method or way in which Directors are elected or selected, shall be approved by the members by two-thirds of the votes cast at a meeting which fifteen (15) days notice is given.

CERTIFICATION OF AMENDED AND RESTATED BYLAWS

OF

MORNING STAR PARENT COUNCIL,

A NONPROFIT CORPORATION

I, Tiffany Sandholis certify that I am Secretary of Morning Star Parent Council, a Montana Nonprofit Corporation (the "Corporation"), that I am duly authorized to make and deliver this certification, that the attached Bylaws are a true and complete original of the Amended and Restated Bylaws of the Corporation voted on and approved by a two-thirds vote of the Members of the Corporation on December 13, 2012, with the exception of Article Seven Section 1. "Financial Advisory Committee", which was added and approved by unanimous vote of the Directors of the Corporation on January 23, 2013, and said Bylaws are effective as of the date of this certificate.

Dated: February 5, 2013

By: Tiffany Sandholis
Secretary, Morning Star Parent
Council