

February 27, 2012

TO WHOM IT MAY CONCERN:

Following is a proposed minimal revision of the BPG bylaws to be discussed at the next meeting. An attorney review of the bylaws has raised many considerations for possible bylaw revisions. The BPG may want to be sure that the bylaws are fully reviewed and appropriately revised prior to heading into elections because it's possible that the election processes currently in the bylaws are not best practice. This will be discussed at the next BPG meeting. Please attend if you are interested.

Sincerely,
Jennifer Budde
Vice Chair, Birchtree Parents Guild, Inc.

Birchtree Parents Guild

Bylaws

Adopted by the Birchtree Parents Guild
on

March 2, 2009
& Ammended April 12, 2010
Palmer, Alaska

DRAFT REVISION
February 27, 2012

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

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PREAMBLE

The Birchtree Parents Guild is a Parent Teacher Organization (PTO) affiliated with the Birchtree Charter School. 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 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 currently applying for a non-profit organization registered within 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, when decided. Currently all communications shall go through the chair, Heather Oberholtzer, 570 W. Coville Ln., Palmer, AK 99645 (907) 841-3670.

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 as stated in the Birchtree Charter.
Raising funds for the Birchtree Charter School, as provided for in the IRS Code Section 501 (c)(3).
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.

ARTICLE III
Membership

SECTION 1. Members. The Guild Corporation shall have no members.

SECTION 2. Associated Individuals. Association with the Birchtree Parents 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. 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 members a Board of Directors to act as its governing body. The number of BPG Guild board members constituting the entire board shall be between five (5) to eleven (11) voting members as follows:

The Directors may be parents, founding parents or teachers who are interested in helping with the vision of Birchtree Charter School. Once the school is established, One (1) of the Directors shall be a teacher currently under contract to the Birchtree Charter School; one (1) additional Director may be a teacher or teacher's aide currently under contract to the School; one (1) Director may be an employee of BCS who is also a parent and who is not a teacher, teacher's aide or Administrator and one (1) Director shall be a board member of the Academic Policy Committee ("APC") Executive Committee as elected by the APC (This person shall be designated the APC's "PTO Liaison"). Teachers and teachers' aides who are currently under contract to the School, and who also are parents of one or more children enrolled in the School, shall be eligible only for the two teacher/teacher's aide BPG Board positions.

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, once under contract to the Birchtree Charter School, shall be a perpetual "ex officio" member of the Board, but shall have no vote.

SECTION 4. Terms. All current directors shall be in office until the start of school year 2010-2011. Once the school is in place, the term of all elected Directors of the Board shall be two (2) years. It is the goal of these Bylaws that at any regular election (see Article III) 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. **The Board may provide by resolution for staggered terms for its directors.**

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. Any vacancy occurring on the BPG Board shall be filled by majority vote of the remaining Directors. The replacement Director shall be elected for the unexpired term of his/her predecessor.

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 Corporation, 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 with or 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**

SECTION 1. Calls for Election and Nominations. When positions on the Birchtree Parents Guild Board of Directors become vacant, the Chair or Vice Chair shall call for elections of new Directors. Any Director or member may submit nominations to the Board for any vacancy that is to be filled, and elections may occur at any regular meeting of the Board.

SECTION 2. Notification. At least ten days prior to the meeting during which an election for the Board of Directors will be held and as part of the general meeting notice, the Secretary of the Board shall give notice that an election will take place.

SECTION 3. Eligibility to Vote. Once the school is established, the following are the only people eligible to vote in the elections for the Board of Directors, not to exceed one vote per person:

Parents or legal guardians of students enrolled in the School on the day of the election; and the Principal, teachers, and teachers' aides and staff of the Birchtree charter School employed by the Matanuska-Susitna School District, each of whom must have a contract with the School effective on the date of the election.

SECTION 4. Casting of Ballots. Voting may occur in two ways:
The Chair or Vice Chair may call for a voice vote; or
The Chair or Vice Chair may call for a secret ballot.

Newly elected directors will assume their duties immediately. The results of elections shall be noted in the minutes of each meeting by the Board Secretary.

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 shall not be held after the annual election of Directors., 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 shall be a parent member or founding parent of the BPG, 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 or founding parent member of the BPG. 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, as well as a current list of Birchtree volunteers. 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 that has been prepared by the School, and shall ensure that it justly supports the mission and goals of the Birchtree Charter School. 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 specified in ARTICLE IX, SECTION 3 of these Bylaws. The Treasurer will serve as the financial liaison for all fund raising entities and will serve as the coordinator of all School funds.

SECTION 9. Provisional Board of Directors. As of the date of adoption of these Bylaws, a provisional Board of Directors consists of the following Officers and Directors for the terms indicated:

Name	Position	Beginning term
Heather Oberholtzer	Chair	November 2009
Nicole Reynolds	Vice-Chair	March 2009
Jennifer Budde	Secretary	September 2009
Greg Stuckey	Treasurer	January 2010
Emily Hardy	Parent	March 2010
Laura Sampson	Parent	August 2009
Lori Berrigan	Liason	November 2009
Jessica Bartolini	Parent	August 2009
Stephanie LaRousse	Parent	August 2009

An official election shall be held after the adoption of the Bylaws to confirm the leadership of the Guild.

ARTICLE VII **Meetings**

SECTION 1. Annual and Regular Meetings. The Birchtree Parents Guild hereby formally adopts the Open Meetings Act, A.S. 44.62.310 *et seq.* (“The Act”). All meetings shall be conducted and all notices and agendas posted in accordance with the Act. If any portion of these Bylaws are more specific than the Act, than that portion of these Bylaws shall control over the Act, unless prohibited by law.

| The annual meeting of the BPG Board shall be held during ~~November~~~~March~~ in each year at a convenient and agreed time, for the purpose of electing members of the Board and for the transaction of such other business as may come before the meeting. If the annual meeting or election of membership to the BPG Board shall not be held on the day designated herein for any annual meeting and election, the Board shall cause the annual meeting and election to be held at a special meeting as soon thereafter as possible. The BPG Board shall also hold regular meetings, typically monthly but at least four (4) times a year. Parents, teachers, and staff members of the Birchtree Charter School (once the school is established) are hereby invited to such meetings.

SECTION 2. Special 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 BPG “members” as with other meetings.

SECTION 3. 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 (once the school is established).

SECTION 4. Notice of Meetings. The BPG Secretary shall cause notice of annual, regular, or special meetings to be delivered, either personally, by mail, by facsimile, by posting at the school, or by e-mail, 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. Issues not posted on the agenda may nonetheless be raised, discussed, and voted upon at any meeting.

SECTION 5. Informal Action by Members. 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 all of the members of the Guild entitled to vote with respect to the subject matter thereof.

SECTION 6. Quorum. Greater than fifty percent (50%+1) of the voting members of the BPG Board constitutes a quorum. Telephonic participation is permitted.

SECTION 7. Manner of Acting. The act of a majority of the members of the BPG Board at a meeting at which a quorum is present either in person or telephonically shall be the act of the Guild, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. 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 or permitted by law 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 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 9. 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 members may include members of the BPG Board as well as others selected by the Board from a list of 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. All recommendations of a committee must be submitted to the BPG Board for official action. 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 concerning public meetings that are specific 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 Guild, and copies of all accompanying bank account statements. The BPG Board may at any time cause a full or partial independent audit of guild monies to occur.

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, and all persons currently or previously employed by the School, from and against any claims, civil or criminal, in which that person is made a party by reason, in whole or in part, of being or having been an BPG Director or “member,” at the request of the BPG Board have acted or not acted, or being or having been an employee of the School, when that person has acted within the course or scope of his or her duties to the School. 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 once enrolled in the School, or by the Principal,

Teacher-In-Charge, or teachers, once under contract with the Birchtree 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