

BYLAWS for Pine View Association

ARTICLE 1: NAME

The name of this Corporation is Pine View Association, Inc., hereinafter referred to as the “Association.” The place in this state where the principal office of the Association is to be located is the City of Osprey, Sarasota County, Florida.

ARTICLE II: CORPORATE STATUS

The Association is a corporation not for profit governed by Chapter 617 of the Florida Statutes.

ARTICLE III: OBJECT AND PURPOSE

The general purpose of the Association shall be to provide guidance and assistance for gifted children and to furnish aid for buildings, research, instruction, equipment, and facilities, for Pine View School for the Gifted.

This corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE IV: MEMBERSHIP

Section 1. Any person subscribing to the purpose of the Association shall be eligible for membership in the Association upon submission of the Association's registration form to the Association's Board of Directors and upon qualification as a parent or guardian by Pine View School administration, without regard to race, color, creed, gender or national origin.

Section 2. Membership shall be for the period of September 1 to August 31 of each year.

Section 3. This Association shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

ARTICLE V: DIRECTORS

Section 1. The policies of the Association and the control and management of its affairs shall be vested in a Board comprised of a maximum of twenty-two (22) directors, chosen from the members in good standing, as follows:

Parent Directors: Up to fifteen (15) directors shall be members who are parents of current Pine View School students.

Faculty Directors: Up to three (3) directors shall be current Pine View School faculty members. The Faculty Directors will be selected by the Pine View School faculty and administration;

Alumni Directors: Up to three (3) directors shall be members who are graduates of Pine View School.

Pine View School Principal: The principal of Pine View School shall be a Director; and

Student Director: One (1) student representative shall serve on the Board as a non-voting Director.

Section 2. The Parent Directors shall be elected for staggered terms of three (3) years such that the elementary, middle and high school divisions are equally represented.

(a) Each year, the Association will solicit candidates for the position of Parent Director. The Elections Committee will review the candidates and present candidates to the Association membership, which will elect the Parent Directors by a majority vote at the regular annual meeting, as hereinafter described.

(b) Each year, Parent Directors will be re-elected or new Parent Directors will be elected in an attempt to preserve a balanced representation of all three divisions as follows: Five (5) Parent Directors represent elementary school grades 2–5; Five (5) Parent Directors represent middle school grades 6–8; Five (5) Parent Directors represent high school grades 9–12.

(c) An elected parent director may be assigned to represent the school in which they were elected, even though their child(ren) may have moved up into a higher school during the director's three-year term. A parent director can only represent a school (elementary, middle or high) that their child(ren) has attended in the past or currently attends.

Section 3. The Alumni Directors shall be elected for staggered terms of three (3) years.

(a) Each year, the Alumni Committee shall present a slate of candidates for an open Director position to the Board. The Elections Committee will review the candidates and present its recommendations to the Board, which

will elect the Alumni Director by a majority vote of the Association's Board at the regular annual meeting.

Section 4. The Faculty Directors will be selected to serve for terms of one year and may be reappointed to additional terms by the faculty and administration.

Section 5. The Student Director will serve a one-year term that concludes in the student's 11th-grade year.

Section 6. A quorum at any meeting of the Board of Directors shall consist of a majority of the members of the Board.

Section 7. Any vacancy of the Board may be filled by the Board at its next regular meeting. The director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 8. Three (3) days' notice shall be given to each Director prior to any special or regular meeting of the Board of Directors, except that no notice need be given for a regular meeting if the Board of Directors adopts a regular meeting policy.

Section 9. Any Board member who misses three (3) regularly scheduled meetings of the Board of Directors within one (1) year may, by action of the majority of all votes of the directors, be removed from the Board of Directors.

Section 10. Any action or conduct which impedes the Board's efforts to achieve its policies or goals or brings discredit upon the Board is prohibited. Any failure to promote the Board's efforts to implement its policies or accomplish its goals is also prohibited.

ARTICLE VI: OFFICERS

Section 1. The Officers of this organization shall consist of a President, a Vice President of Sponsorship, a Vice President of School Support, a Vice President of Communications, a Recording Secretary, and a Treasurer. All

of the Officers must be Board members and parents of current Pine View Students.

Section 2. Officers shall be elected by the Board of Directors at the February meeting of the Board. The Election Committee will present a slate of officers at the meeting. Nominations may also be taken from the Board at that meeting.

Section 3. The duties of Officers are as detailed in the Association's Policies and Procedures Manual.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Officers of the Association.

Section 2. The duties of the Executive Committee shall be to transact business in the intervals between Board meetings, in emergencies, during the summer months, to call special meetings, and to conduct such other business as may be referred to it by the Board.

Section 3. To present a report at the April meetings of the Association.

Section 4. To approve the budget as prepared by the Budget Committee.

Section 5. To approve bills and expenditures.

ARTICLE VIII: MEETINGS

Section 1. The regular annual meeting of this membership shall be held in the month of April of each year at a time and place to be set by the Board of Directors. Notice of such annual meeting shall be given to each member at least seven (7) days prior to the date of said annual meeting.

Section 2. Meetings of the Board of Directors and the Executive Committee shall be held at such times and places as shall be determined by their respective memberships.

Section 3. Minutes of all meetings of the membership, Board of Directors, and Executive Committee will be kept.

Section 4. Special meetings may be called by the Executive Committee, three (3) days' notice having been given to Board Members.

ARTICLE IX: COMMITTEES

Section 1. The Association will have four standing committees: Executive, Development, Finance and Governance.

Section 2. The President, with the approval of the Board of Directors, shall appoint such other committees as may be necessary to carry out the goals and objectives of this organization and to properly administer its affairs.

Section 3. The duties and structures of the committees are as detailed in the Association's Policies and Procedures Manual.

Section 4: The chairperson of each standing committee shall present a plan of work, including a budget, to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors. All chairpersons are required to submit a written report of their committee activities at year-end. These reports shall be kept by the Recording Secretary.

Section 5. The President shall be a member ex-officio of all committees except the Election Committee.

ARTICLE X: FISCAL YEAR

The fiscal year of this Association shall be July 1 – June 30.

ARTICLE XI: INDEMNIFICATION

The Pine View Association shall indemnify any duly elected and/or appointed Officer Director, and/or committee chairperson who was or is made a party, or is threatened to be made a party, to any threatened, pending, or completed action, lawsuit, or proceeding, whether civil, criminal, or investigative, or any past officer, director, and/or committee chairperson duly elected and/or appointed to any position during the time complained of by any complainant from and against any and all expenses, including attorney's fees, incurred by him/her in defense of such action(s), as long as he/she acted in good faith and with knowledge, information, and belief that he/she acted or omitted to act in the best interest of the Pine View Association.

The Pine View Association Board of Directors is authorized but not required, to insure this indemnification through a reputable insurance carrier at the Association's sole discretion in such amount(s) as it may from time to time deem appropriate.

ARTICLE XII: AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors and voting on the basis of one (1) vote per Board member in good standing at any duly authorized meeting of the organization provided notice of the subject of the proposed amendment(s) is given in the notice of the meeting.

AMENDMENT

Conflict of Interest

The PVA Board resolves that no member of the Board of Directors shall serve on the Board or participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has a potential conflict of

interest. We define a conflict of interest as any set of circumstances which creates a risk that professional judgment or actions regarding the best interests of the PVA may be unduly influenced by financial gain, desire for personal or professional advancement, the wish to do favors for family, friends or business associates, or for any other secondary interest.

When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved, and/or take such other action as may be appropriate. Any board member is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Non-compliance of this policy and procedures and the bylaw pertaining to conflict of interest on the part of the board member shall constitute cause for removal from the board.

Conflict of Interest -- Amendment to the bylaws. The Act contains a new provision requiring that organizations registered to solicit contributions in Florida adopt a policy regarding “conflict of interest transactions.” The Act also mandates that the policy adopted by the organization must require annual certification of compliance with the policy by all directors, officers, and trustees of the organization. A copy of the annual certification must be submitted to the Department as part of the organization’s annual registration.