

BYLAWS: MADRONA INTEGRATED TEAM

Revised May 13, 2024

ARTICLE I

NAME

The name of the corporation shall be Madrona Integrated Team (hereinafter "MIT").

ARTICLE II

PURPOSE AND OBJECTIVES

SECTION 1. The primary purpose of MIT is to provide support and aids ensuring that the education experience at Madrona School is enriched. The objectives for MIT shall be:

- a) To promote the welfare of Madrona’s children and parents in home, school and community.
- b) To develop a united effort between Madrona’s educators and Madrona’s parents to secure for all Madrona’s children the highest advantages.
- c) To support educational and other family programs and enrichment activities aimed at improving the academic, social, and physical growth of our children.

2.1.1 This corporation is a not-for-profit organization, and no part of the net earnings of MIT shall inure to the benefit of any private shareholder or individual.

2.1.2 MIT shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

SECTION 2. MIT is organized exclusively for the charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter "Internal Revenue Code").

SECTION 3. Non-Profit Status. No part of the net earnings of the corporation shall inure to the benefit of any Director, Officer or other private individual, except that the corporation shall be authorized and empowered to apply reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the corporation as stated in the Articles of Incorporation and these Bylaws.

ARTICLE III

MEMBERSHIP

SECTION 1. Classes of members. The general membership shall consist of three (3) classes:

3.1.1 A faculty member shall be any certified, classified or administrative staff person who

works at Madrona School and is employed by the Edmonds School District.

3.1.2 A parent member shall be a parent or legal guardian of an enrolled and attending student of Madrona School. From hereafter the term Parent shall be used to represent a parent or legal guardian.

3.1.3 A student member shall be a student attending Madrona School. Student members will

not be permitted to vote, except as identified by Article 4.1.6.1 (but may serve on the board of directors as identified by Article 4.1.6)

SECTION 2. Membership in MIT shall be made available to all. We do not discriminate due to an association or perceived association with a protected class, including, but not limited to race, color, religion, national and ethnic origin, sex, sexual orientation, gender expression or identity, disability, age, citizenship, marital or veteran status or genetic information.

SECTION 3. Each member shall be granted one (1) vote in and decision put forth by the board of directors for general vote.

3.3.1 Each member must be present to vote. No proxy votes will be accepted.

3.3.2 Members shall hold board members accountable to represent all business actions required for MIT to operate.

3.3.2.1 Motions may be raised by any member in accordance with the order of business.

3.3.3 Members at any meeting may request an item for Board vote if five (5) members at the

meeting raise the issue for review.

3.3.3.1 Issue raised by members will be motioned, and validated by all members.

3.3.3.2 The Board of Directors will place the motion into new business to be voted upon.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. The Board of Directors for MIT must be Faculty or Parent members as per section 3.1.1 and 3.1.2 and in good standing as of the date of their election.

4.1.1 The Board of Directors for MIT shall be constituted of elected Officers referred to as

Officers, and appointed Directors. Officers and appointed Directors may be referred to as

directors from now on.

4.1.1.1 Elected officer positions shall consist of a Parent Chair, Faculty Chair, Vice Chair, Recorder, Treasurer, and Vice Treasurer.

4.1.1.2 Faculty Chair shall be a faculty member and employed by Madrona School at least .7 FTE.

4.1.2 Officers may choose to appoint additional Director Positions, e.g. Director of Communication, Director of Special Events, Director of Programs, as appropriate, for performing the business of MIT.

4.1.3 Parent Representative Directors may be appointed from each of the primary, intermediate, middle school, and Deaf and Hard of Hearing (DHH) sections.

4.1.4 Faculty Representative Directors may be appointed from each of the primary, intermediate, middle school and DHH sections.

4.1.5 Administration Representative Directors shall be the Principal and Assistant Principal of Madrona School.

4.1.6 Student Representative Director may be an elected officer of the Madrona Associated Student Body (ASB).

4.1.6.1 The Student Representative Director is a voting member of the Board and thus requested to attend Board meetings.

SECTION 2. The Chairs shall preside at all meetings of MIT.

4.2.1 The Parent Chair shall have the deciding vote to break a tie.

4.2.2 The Parent Chair shall be the chief executive officer of MIT and, subject to the Board's

control, shall supervise and control all of the assets, business, and affairs of MIT. The Parent

Chair may sign contracts and other documents, except when the signing and execution has

expressly been delegated by the Board or these Bylaws to some other Officer or agent of MIT or are required by law to be otherwise signed or executed by some other Officer or in some other manner.

4.2.3 The Faculty Chair shall manage all relations between parents, Faculty, Madrona School,

and the Edmonds School District. The faculty Chair shall ensure that Madrona School, and the Edmonds School District is formally or informally informed of any actions taken by MIT as required.

SECTION 3. The Vice-Chair shall attend to the duties of the Chair in their absence or in case the Chair's office may become vacant for any cause, and shall attend to any other duties as the Chair may require.

SECTION 4. The Recorder shall maintain the membership list as to ensure that all members are notified of meetings and that all other correspondence necessary to conduct meetings is received by the members. At the direction of the Chair, the Recorder shall also transmit and respond to all correspondence of MIT, and shall keep minutes of all meetings when called upon. The Recorder shall also distribute or publish announcements pertaining to

the business of MIT. Duties may be delegated by the Parent Chair as necessary.

SECTION 5. The Treasurer shall have custody of and be responsible for all funds and securities of the corporation, and shall perform the entire duties incident to the office of Treasurer and any other duties that may be assigned to him/her by the Chairs or the Board. The Treasurer shall maintain all records pursuant to generally accepted accounting principles and shall provide a monthly financial report to the Board.

4.5.1 The Treasurer may make payments on behalf of MIT at their sole discretion to the amount of \$1,500 (one thousand, five hundred dollars.) Any amount in excess of \$1,500 requires co-signature by an elected board member other than the Vice Treasurer or the Co-Treasurer.

SECTION 6. The Vice Treasurer shall attend to the duties of the Treasurer in their absence or in case the Treasurer's office may become vacant for any cause and shall attend to any other duties as the Treasurer may require.

SECTION 7. Resignation: any Officer may resign at any time by delivering written notice to one of the Directors.

SECTION 8. In case of a Board vacancy other than the Office of the Chair, such vacancy shall be filled by appointment by the Chair: upon the approval of a majority of the remaining Board members, the position will be filled by the selected nominee.

SECTION 9. On a motion and second from the membership at a general meeting, an officer shall be held before MIT for malfeasance of duty. A two-thirds majority of all members shall be required for removal from office.

SECTION 10. In the event that a member of the Board of Directors misses consecutively three (3) meetings, the board member can be removed from office by the Board's vote. A two-thirds majority of all members present at the General meeting shall be required for removal from office.

SECTION 11. The responsibility of meeting agendas and programs of MIT shall belong to the entire Board Members.

SECTION 12. Term of office

4.12.1 The Officers of the Board of Directors per section 4.1.1 shall serve for two (2) consecutive years.

4.12.1.1 An Officer may serve only if they will be a member of MIT for both school years of their term.

4.12.2 Election for Chairs, Recorder and Vice Treasurer shall be held on even years.

4.12.3 Election for Treasurer and Vice Chair shall be held on odd years.

4.12.4 The term of office for Appointed Directors shall be one school year.

4.12.4.1 Directors shall be appointed at the beginning of each school year.

4.12.5 No Officer or Director may serve more than 2 consecutive terms in any single office.

SECTION 13. The Board may create committees as needed, such as fundraising, capital campaign, etc. The Parent Chair appoints all committee chairs.

4.13.1 Once committees are formed, the committee chair shall serve on the Board for the duration of the committees.

4.13.2 Committees shall receive direction from and act on the behalf of the MIT Board in all respects.

4.13.3 Committees shall be required to provide a start date and end date for their activities.

4.13.4 Committees shall report to the Board of Directors at board meetings with status updates as noted in meeting order Article VI section 6.

4.13.5 Election Committee. The Board of Directors shall elect a chair to manage the Election Committee. The committee shall follow Article V procedures of this document for executing MIT elections.

ARTICLE V

ELECTIONS

SECTION 1. The Officers shall be elected by popular vote: each member in a class with the voting privilege shall be allowed one vote.

SECTION 2. The Nominations, Elections, and Awards shall be the responsibility of the Election Committee appointed by the Board. This Committee will oversee all activities relating to the election of officers, the nominating of people or organizations for MIT awards, and any general voting that may be required of MIT membership.

SECTION 3. Election results shall be announced prior to the first meeting of the new school year, at which time said Officers will take office for terms as outlined by Article IV Section 12.

ARTICLE VI

MEETINGS

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board, in all cases in which they are applicable and in which they are not in conflict with these bylaws.

SECTION 2. The Monthly Board and General Meetings of MIT shall be held on an approved schedule created by the Board of Directors at the first meeting of the year.

SECTION 3. Special meetings may be called by the Board of Directors at any time, upon a minimum of a ten-day notice to all members of MIT.

SECTION 4. Quorum. No fewer than (5) Directors must be present before business can be transacted or motions made.

6.4.1 A quorum can be facilitated in any manner that provides real-time communication for any decisions. If a teleconferencing bridge or interactive web session is established, board members will be responsible for understanding usage of the technology.

6.4.2 There are specific decisions that may only be made by the general membership of MIT.

These are in the nature of bylaw change, alteration of the purpose or focus of MIT, ratification of the Board of Directors, or dissolution of the organization. A quorum in this instance will consist of no fewer than 25 members.

SECTION 5. Notice of Meetings. The Chairs, the Recorder or the Board shall be able to call a Board or general meeting by written notice, not less than ten (10) days before the meeting. The announcement must provide the place, date and time of the meeting. The notice must be distributed by all means possible and available to the Board at the time of announcement.

SECTION 6. The order of MIT Board of Directors Meetings shall be as follows:

- a) Call to Order
- b) Reading and Approval of Minutes of Last Meeting
- c) Reading of Minutes of the Board of Directors' Meeting
- d) Report of the Treasurer
- e) Reports of Special Committees
- f) Unfinished Business
- g) New Business
- h) Special Announcements
- i) Program Agenda
- j) Adjournment

SECTION 7. Action by Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent identifying the action is approved by a majority of the Board Members. Any such written consent shall be inserted in the Recorder's minute books as if it were the minutes of a Board meeting.

SECTION 8. Presumption of Assent. A Board Member who is present at a Board meeting at which action on any matter is taken shall be assumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting.

ARTICLE VII

FINANCES

SECTION 1. The Fiscal Year shall be comprised of the 12 months beginning on August 1 and

ending on July 31 of the following year.

SECTION 2. If MIT ceases to function and the membership decides by vote to discontinue operations, all moneys retained in the MIT account shall revert to Madrona School's general fund.

ARTICLE VIII

LIMITATION OF LIABILITY

SECTION 1. MIT shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless Madrona School, by reason of affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of MIT.

SECTION 2. MIT shall not be responsible, nor liable for, any lawsuits, damages, other expenses or liabilities arising out of the activities of Madrona School.

SECTION 3. Some activities by MIT may be limited, restricted, or require approval by the administration of Madrona School or the Edmonds School District, so as not to put Madrona School or the Edmonds School District in an unfavorable or liable position.

SECTION 4. The Directors and Officers shall not be personally liable for the debts, liabilities or other obligations of the corporation; nor shall the Directors and Officers be individually liable for any discretionary decision or failure to make a discretionary decision within their official capacity as Director or Officer unless the decision or failure to decide constitutes gross negligence or willful misconduct.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

SECTION 1. A copy of these Bylaws and all amendments must be filed with the administration of Madrona School.

SECTION 2. These Bylaws may be amended, repealed, or added to in the following manner only:

- a) Any proposed amendment must be approved by two-thirds of the Board Members.
- b) A 20 day notice to all members in good standing is required prior to the meeting in which there will be a vote on a Bylaw amendment at a general meeting.
- c) All amendments must be approved by a majority of members present during any general meeting.

SECTION 3. Bylaw revisions must be approved by the Board and presented to twenty-five (25) members for passage of an amendment.

ARTICLE X

EFFECTIVE DATE

These Bylaws are effective as of September 24, 2009, and revised February 1, 2012, September 12, 2012, June 6, 2014, and May 13, 2024 as adopted by the Board of Directors, and ratified by the membership.

Co-Parent Chairs: Molly Tobias and Beth Jester

Vice Chair: Lindsay Bruce

Faculty Chair: Shelsea Rawson

Treasurer: Remy Gutierrez

Co-Vice Treasurers: Jamie and Greta Sullivan

Recorder: Jessica Hadreas