

Rose City Park Parent Teacher Organization Bylaws

**Incorporated: May 25, 2018
Portland, Oregon**

ARTICLE I: Name, Description, & Purpose

Section 1 – Name and location: The name of the organization shall be *Rose City Park Parent Teacher Organization* (PTO). The PTO is located at Rose City Park Elementary School, 2334 NE 57th Avenue, Portland, Oregon, 97213.

Section 2 - Description: The PTO is a nonprofit organization that exists for charitable and educational purposes for students at Rose City Park School, including the making of distributions that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The PTO shall be noncommercial, nonsectarian, and nonpartisan.

Section 3 – Purpose: The PTO is organized for the purpose of supporting the education of the children at Rose City Park Elementary School by fostering relationships among the school, parents, teachers, principal, staff, and community through shared values of inclusion and equity. This is done by community building, volunteering, holding meetings and events, supporting educational and enrichment programs, charitable functions, and fundraising to meet the needs of the organization.

ARTICLE II: Membership

Section 1 – Members: Membership shall be automatically granted to all interested caregivers, parents, and guardians of enrolled Rose City Park Elementary School students, plus teachers, principal, and all staff assigned to the school. There are no membership dues. All members have voting privileges, one vote per member, as designated within these Articles.

ARTICLE III: Officers

Section 1 – PTO Board: The PTO Board shall consist of the following officers: president, vice president, secretary, treasurer, fundraising coordinator, volunteer coordinator, equity officer, event coordinator, communications officer, and (2) members at large, including a Dual Language Immersion liaison. The roles of vice president, fundraising coordinator, event coordinator, and volunteer coordinator can be shared between two persons. All members of the PTO are eligible to be elected as an officer, with the exception of the school principal.

Section 2 – Term of Office: The term of office for all officers is one year, beginning July 1 and ending June 30 of the following year. Officers elected for the 2018-2019 school year serve a term from May 9, 2018 through June 30, 2019.

Section 3 – Duties:

PTO Board: Conduct the work of the PTO based on the values of inclusion and equity. Develop the PTO's annual budget, propose adjustments to the budget to be approved by majority vote of the membership, establish, conduct and oversee the work of the PTO and committees formed, build community within and around the school, establish fundraising programs, bring items to membership for vote, and vote on unbudgeted expenditures of no more than \$250.

The board shall also vote on line items within the approved budget that exceed the budgeted amount by up to and including 15%.

Board Positions:

- **President:** Ensure the PTO is conducting its work based on the values of inclusion and equity. The president shall plan and preside over the meetings of the organization and board, serve as the primary contact for the principal, represent the organization (or appoint a representative) at meetings outside the organization, develop positive and beneficial relationships in the school community, serve as an ex officio of all committees except the nominating/election committee, and coordinate and plan the work of all officers and committees so that the purpose of the organization is served. The president shall ensure the PTO is current and in good standing in accordance to the law, nonprofit standards, and insurance needs. Designated as a signer of PTO checks.
- **Vice President:** Preside over meetings of the organization and board in the absence of the president, assist the president with organizational work and meeting planning, recruit members to serve on committees, collaborate with board and members on events/community building activities, collaborate with and assist the fundraising coordinator, and in the event of a vacancy in the position of president the vice president shall become president.
- **Secretary:** Accurately record and distribute minutes of all general, board, and special meetings. Maintain copies of the minutes, bylaws, amendments, and any standing rules, assist with meeting planning and agendas, ensure each officer signs a conflict of interest statement in accordance to Article XI in these bylaws, and work with the president and treasurer to keep the PTO current in accordance to the law and nonprofit standards.
- **Treasurer:** Serve as the custodian of the PTO's finances. Keep accurate financial records and documentation in accordance with Article VII of these bylaws and nonprofit standards. Issue monthly budget and financial reports, file federal and state taxes. Keep the PTO current and in compliance with the Internal Revenue Service, Oregon Secretary of State, Oregon Department of Justice, and other governmental bodies. Sign checks, make deposits and/or payments in a timely manner, and ensure proper audit is conducted by the audit committee after end of fiscal year. Work with the president to ensure the PTO is properly insured.
- **Treasurer in Training:** Support the treasurer's work, learn the financial/record keeping/compliance processes, ensure seamless transition between fiscal years, and prepare to take over duties of treasurer the next board term.
- **Fundraising Coordinator:** Develop in collaboration with the board what the PTO fundraising goals are, maintain a commitment to inclusion through our fundraising, identify fundraising partners, respond to inquiries, build relationships with businesses and partners, coordinate outreach and marketing related to fundraising, and work with

the board and volunteers in order to carry out fundraising activities. Designated as a signer of PTO checks; if position is shared one coordinator is a designated signer.

- **Volunteer Coordinator:** Work with the board and school to identify volunteer opportunities, coordinate recruitment/outreach/marketing/organization of volunteer opportunities in a community minded and inclusive manner, and coordinate volunteers during large events.
- **Equity Officer:** Work with the board and school to promote equitable outreach and communications, recruitment, and activities that reflect the school's racial, cultural, linguistic, and socio-economic diversity.
- **Event Coordinator:** Work with the board and school to plan community-building events throughout the year.
- **Communications Officer:** Promote and share the work of the PTO over school-related media, find classroom communicators for each classroom to help share announcements.

Section 4 – PTO Board Meetings: PTO Board meetings will be held monthly, with the exception of months with extended school breaks as defined by the official Portland Public Schools calendar, or at the discretion of the majority of the PTO board. Additional board meetings shall be held as necessary to conduct the work of the board. Meetings will be scheduled by the president, or in the absence of the president, the vice president. A quorum for board meetings shall be a simple majority of filled board positions. Urgent business requiring an immediate action from the board outside regularly scheduled board meetings may be conducted electronically through the designated electronic media platform (slack). All correspondence must be copied to all board members' PTO slack accounts. Once a consensus is reached, the discussion shall be copied to an archive document for inclusion in minutes. If slack decisions are not unanimous, the issue shall be tabled and voted on during a board meeting.

Section 5 – Removal: An officer can be removed from office for failure to fulfill their duties, after reasonable notice (10 calendar days) provided to all board officers, by a majority vote of the board.

Section 6 – Vacancy: If a vacancy occurs on the board, the president shall nominate a volunteer PTO member to fill the vacancy, which can be approved with a majority vote of the board. In the event of a vacancy in the office of president, the vice president will become president, and nominate a vice president. In the event the office of vice president is vacant, the treasurer will become president and appoint the treasurer in training as treasurer or a volunteer PTO member.

Article IV: Limitation of Liability

The personal liability to the Corporation (PTO) or its members or any Officer for monetary damages for that person's conduct as an Officer is hereby eliminated; provided, however, that

such Officer shall remain liable for any breach of such Officer's duty of loyalty to the Corporation (PTO) or its members, acts or omissions by such Officer which are not in good faith or which involve the intentional misconduct or knowing violations of the law, unlawful distributions, transactions, from which the Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

ARTICLE V: Committees

Section 1 – Membership: Committees may consist of members and board officers, with the president acting as an ex officio member of all committees with the exception of the election committee.

Section 2 – Election Committee: The election committee is the only standing committee, and shall consist of three members and/or board officers, excluding the current president. To be eligible for the election committee its members may not be running for a board officer position in the current election. The election committee shall select a candidate for each office and present the slate one month prior to the election. At that meeting, nominations may also be made from the floor. The election committee is appointed at the January general meeting by member majority vote, and completes their work at the end of the election during the May general meeting.

Section 3 – Additional Committees: The board may appoint additional special committees as needed.

Section 4 – Committee size: Minimum committee size shall be one person, maximum as designated by the board, with the exception of the election committee.

ARTICLE VI: Meetings

Section 1 – General PTO Meetings: General PTO meetings shall be held to conduct the general business of the PTO. General meetings shall be held four times per year. Notice of the general meeting schedule shall be given through normal channels (social media, website, flyers, posters) at least seven calendar days prior to the meeting. Minutes shall be taken at all meetings, and approved by a majority member vote at the following meeting.

Section 2 – Special Meetings: Special meetings may be called by the president, any three members of the PTO Board, or twelve general members submitting a signed written request to the secretary. Notice of the special meeting shall be given through normal communication channels (social media, website, flyers, posters) at least seven calendar days prior to the meeting. Minutes shall be taken at special meetings, and approved by a majority member vote at the following general meeting.

Section 3 – Voting: Each PTO member in attendance at general and special PTO meetings is eligible to vote on items up for consideration, one vote per household. Absentee and proxy votes are not allowed.

Section 4 – Quorum: The quorum for general and special meetings shall be at ten members, including three board officers.

Section 5 – Elections: Elections for the next board term (July 1 – June 30 the following year) shall be held during the last general membership meeting. Elections shall be conducted and overseen by the election committee as outlined in Article V, section 2, using the secret paper ballot method.

ARTICLE VII: Financial Policies

Section 1 – Fiscal Year: The fiscal year of the PTO begins July 1 and ends June 30 of the following year.

Section 2 – Banking: All funds shall be kept in accounts in the name of the Rose City Park PTO at a local credit union or bank.

Section 3 – Reporting: All financial activity shall be recorded in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. Each year, the Rose City Park and Roseway Heights PTOs will exchange books for auditing. This will be conducted within a reasonable time after records are complete for the fiscal year.

Section 4 – Budget: A budget shall be drafted in the spring for the next school year, and approved by a majority of the members present at the last general meeting of the school year. Changes to existing line items in the approved budget that are at or under an increase of 15% may be approved by the board, as well as unbudgeted expenditures of no more than \$250. Additions of budget line items, and changes to existing lines that exceed 15% shall be approved by membership at a general meeting by majority vote.

Section 5 - Reimbursements: Unless otherwise approved, any person requesting a reimbursement shall submit a PTA Reimbursement Form, along with a receipt, to the Treasurer within sixty (60) days of the expenditure. Approved reimbursements shall be disbursed within thirty (30) days of receiving the PTA Reimbursement Form.

Section 6 – Dissolution: Dissolution of the PTO may happen after a 21 calendar day notice and approval of two-thirds of members present at a dissolution meeting. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, preferably to the benefit of Portland Public School students. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of

the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 7 – Contracts: All contracts are to be reviewed by the board and approved by a majority vote. Authority to sign contracts is limited to the President or the President's designee.

Section 8 – Handling of Funds: All PTO funds at events and fundraisers shall be handled in a secure manner. Accountability shall be maintained by having two persons count and reconcile the funds.

Section 9 – Check Procedures: All checks shall be signed a designated signer as outlined in Article III, Section 3. All checks drafted from a PTO account will be reviewed at the next monthly meeting.

Section 10 – Returned Checks: All checks returned to the PTO labeled as non sufficient funds shall be charged an additional returned check fee of \$10.

Section 11 – Insurance: The PTO shall carry insurance deemed necessary by law and the board officers. This insurance shall be reviewed annually by the board to ensure needs and compliance are met.

ARTICLE VIII: Parliamentary Authority

Section 1 – Rules of Order: Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE IX: Standing Rules:

Section 1 – Standing Rules: Standing rules may be approved by the board, and the secretary shall keep a record of the standing rules for future reference. The standing rules shall be made available to membership at meetings.

ARTICLE X: Amendments

Section 1 – Amendment Procedure: These bylaws may be amended at any general or special meeting by a majority vote of the membership, assuming a quorum, providing that adequate meeting notice was given to members in accordance to Article VI, Sec. 1 and 2.

ARTICLE XI: Conflict of Interest Policy

Section 1 – Purpose: The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable

state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions

a. Interested Person. Any officer with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 – Procedures:

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the PTO officers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the board shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a

majority vote of the disinterested officers whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

- i. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings: The minutes of the board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board or committee decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation:

- a. A voting member of the board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 – Annual Statements: Each PTO Board officer shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and

- Understands that the organization is charitable and educational, and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The Secretary shall maintain these annual statements. See bylaw attachment "A" for the statement.

Section 7 – Periodic Reviews: To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether partnerships, joint ventures, and arrangements with outside organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8 – Use of Outside Experts: When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Adoption of Bylaws

APPROVED by the Board of Directors on this ____ day of _____, 2018.

Sara Posada, Secretary – Rose City Park Parent Teacher Organization

ADOPTED by the Membership on this ____ day of _____, 2018.

Sam LaRoe, President – Rose City Park Parent Teacher Organization

AMENDMENTS to BYLAWS

Amendment 1: Modifies Article III Section 2 of Bylaws:

1. Extends current Board roles until December 31, 2019. Modifies Article V Section 2 to hold election for new Board members in October/November 2019, with positions beginning January 1, 2020.

Amendment 2: Modifies Article III, Section 1 of Bylaws:

1. The PTO Board shall consist of the following officers: president, vice president, secretary, treasurer, fundraising coordinator, communications officer, Vietnamese Dual Language Immersion liaison, Special Education liaison, community cluster advocate, school events lead, and facilities and resources lead.
2. All positions except president, vice president, Vietnamese Dual Language Immersion liaison, and Special Education liaison consist of two people, a lead and a co-lead.
3. All members of the POT are eligible to be elected as an officer, with the exception of the school principal.

Amendment 3: Modifies Article III, Section 2 of Bylaws:

1. The term of office for all officers is two years, beginning July 1 and ending June 30 of the following calendar year. Elections will be held each year in May, to elect the co-lead board positions or to fill any vacancies.
 - a. Special Election: elections for new board members will be held in November 2019. Service from November 2019-May 2020 will count as year one of the two-year term.

BYLAWS ATTACHMENT "A"

Annual Board Officer Conflict of Interest Statement

Rose City Park Parent Teacher Organization
2334 NE 57th Avenue, Portland, OR 97213.

In accordance with Article XI, Section 6 of the Rose City Park PTO bylaws I acknowledge the following:

1. I have received a copy of the Conflict of Interest Policy contained within Article XI of the bylaws.
2. I have reviewed and understand the policy.
3. I agree to fully comply with the policy.
4. I understand that the Rose City Park PTO is charitable and educational, and in order to maintain its federal 501(c)(3) tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signed: _____ Date: _____

Print Name: _____

Board Position: _____