

# **BYLAWS OF MEADOW PARK MIDDLE SCHOOL PTO**

## **Article I – Name**

The name of this organization shall be the Meadow Park Parent Teacher Organization Inc. (herein referred to as the “MPPTO”).

## **Article II – Purpose**

The goal of the MPPTO is to secure the highest advantages in physical, mental, and social education for every student through active collaboration between educators, families and the community.

### **Section 1. Objectives**

- a. Promote education, communication and collaboration between the students, families, faculty and community of Meadow Park Middle School Beaverton School District 48.
- b. Provide familial and community support to the school’s educational programs through volunteerism.
- c. Support educational initiatives and projects through fundraising efforts.

## **Article III – Membership**

Any parent, guardian or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The Principal and any teacher employed at the school may be a member but shall not have voting rights.

## **Article IV - Executive Board**

**Section 1.** The Executive Board shall consist of the President, Vice President, Secretary and Treasurer(s) who shall be the Voting Officers of the organization.

**Section 2.** The duties of the Executive Board shall be to:

- a. Transact necessary business in the intervals between organization meetings.
- b. Review the plans of the standing committees.
- c. Prepare and submit for approval a budget for the next fiscal year.
- d. Appropriate funds as applicable within the limits of the budget.

**Section 3. Quorum.** Half the number of Board members plus one constitutes a quorum.

## **Article V - Duties of Officers and Elections**

**Section 1: Officers.** The Officers shall be President, Vice President, Secretary and Treasurer. In addition to the duties listed below, each Officer will also perform other such duties as applicable to the Office as prescribed by the parliamentary authority of this organization.

### **a. President**

- i. The President acts as the key contact for the MPPTO, provides direction for the group and coordinates the work of the Officers and committees so that the MPPTO’s objectives can be met.
- ii. Works directly with the Principal to maintain a supportive relationship between the school and the MPPTO.

iii. Serves as an Ex Officio member of all committees.

iv. Acts as a positive role model and spokesperson for the MPPTO.

i. Sets the agenda for and chairs the monthly MPPTO meetings.

ii. Acts as a signer on the MPPTO bank account to deposit money and co-sign checks.

iii. Reviews electronic accounts (Benevity, PayPal, etc) monthly to ensure proper transfer of monies into the MPPTO bank account.

iv. Assists in creating the annual budget.

v. Responds promptly to any questions in a courteous, professional manner.

#### **b. Vice President**

i. The Vice President's primary role is to perform the duties of the President in the absence or inability of the President to serve.

ii. Arranges for an independent audit of the previous school year's MPPTO activities involving processes and financials by appointing a committee of non-MPPTO Board members to audit the previous school year's financial records by the 30<sup>th</sup> of November.

iii. Presents the audit report on the findings and recommendations for improvement to the Board by the December MPPTO meeting.

iv. Participates in Executive Board discussions and decision making.

#### **c. Treasurer/Co-Treasurers**

i. The Treasurer(s) shall be an authorized signer for the MPPTO bank account.

ii. Receives all monies of the MPPTO for deposit.

iii. Maintains an accurate record of receipts and expenditures and distributes reimbursements.

iv. Attaches a copy of every reimbursement check to the reimbursement request for a proper audit trail.

v. Reviews the budget and bank statements monthly.

vi. Presents a financial statement at monthly MPPTO meetings.

vii. Presents the proposed budget for the coming school year at the second to last MPPTO meeting. This shall be approved by a vote at the final meeting of the school year.

viii. Provides an overview of the MPPTO's past year of financial activities at the final meeting of the school year.

ix. Files applicable tax forms (CT12, 990N, etc) in a timely manner.

x. Shall close Treasurer's books by June 30.

#### **d. Secretary**

i. The Secretary shall record and keep the minutes of all meetings of the organization.

ii. Distributes meeting minutes for approval to MPPTO Board members within one week.

iii. Shall have on hand, for reference, at each meeting a copy of the bylaws and the minutes of the previous meeting for final approval of the general membership.

iv. May be an authorized signer for checks, if necessary.

### **Section 2. Nominations and Elections**

Elections will be held at the last meeting of the school year. A slate of candidates for each Office will be presented at the meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an Office, a ballot vote shall be taken.

**Section 3. Terms of Office**

a. Officers are elected for one year and may serve no more than two consecutive terms in the same Office unless the position would otherwise become vacant. In this event, the MPPTO Executive Board may vote unanimously to extend a term for another year as needed annually.

b. Each position may be held by two officers serving in one position simultaneously if so nominated and elected. Officers serving in co-positions will agree in advance on the responsibilities each will be assigned as stated in the by-laws.

c. No two family members may serve on the Executive Board at the same time.

**Section 4. Removal from Office**

Officers can be removed from Office with or without cause by a two-thirds vote of those present at a regular meeting where previous notice has been given.

**Section 5. Vacancies**

If there is a vacancy in the Office of President, the Vice President will become the Acting President. At the next regularly scheduled meeting, a new President and Vice President will be elected if applicable. If there is a vacancy in any other Office, members will fill the vacancy through an election at the next regular meeting.

**Article VI - Meetings**

**Section 1:** Regular meetings shall be held once monthly during the school year. Special meetings of the Executive Board may be called by the President or by a majority of the Executive Board.

**Section 2.** Prior to the monthly meetings, the general membership shall be notified, and the agenda posted via communications such as but

not limited to email, school publications, website, social media, etc.

**Section 3.** Order (agenda) of the meeting shall be:

- a. Call to order
- b. Reading of the previous meeting’s minutes for approval via a majority vote.
- c. Communications from President/Principal/ School district etc.
- d. Reports of committees.
- e. Treasurer’s report.
- f. Review Request for Funds (when applicable).
- g. Unfinished (old) business / New business
- h. Open Forum
- i. Adjournment

**Article VII – Appointed Board Positions/ Standing Committees**

**Section 1.** Appointed Board positions and Standing Committees may include but are not limited to the Volunteer Coordinator, Webmaster, Audit Committee, Fundraiser Committee Chair (Jog-a-Thon, Box Tops, etc), Staff Appreciation Chair, 8<sup>th</sup> Grade Send-Off Party Chair, Art Lit Chair, Band Play-a-Thon Chair, Parades Chair, Ashland Chair, and Clothes Closet Chair. Standing committee chairs are encouraged to attend regular monthly MPPTO meetings. The Board may appoint additional committees if needed.

**Article VIII – Finances**

**Section 1.** A tentative budget shall be drafted and presented for approval by a majority vote of the members present at the last MPPTO meeting of the school year

**Section 2.** The Treasurer(s) shall keep accurate records of any disbursements, income and bank account information.

**Section 3.** The Board shall approve all expenses of the organization if allotted in the regular budget or by a majority vote via the Request for Funds process.

**Section 4.** Two authorized signatures shall be required on every check written from MPPTO accounts. Three Executive Board members shall be authorized signers to include the President and the Treasurer(s) and the Secretary, if necessary. A Board member may not sign any check made out to him/herself.

**Section 5.** The Treasurer(s) shall prepare a financial statement at the end of the year.

**Section 6.** The fiscal year shall coordinate with the school year.

#### **Article IX – Parliamentary Authority**

The rules contained in “Robert's Rules of Order, Revised” shall govern conducting business of the MPPTO.

#### **Article X – Dissolution**

**Section 1.** The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

**Section 2.** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and with the membership's approval spent for the benefit of the school.

#### **Article XI – Amendments**

**Section 1.** A committee may be appointed to submit a revised set of by-laws, as a substitute

for these by-laws, only by a majority vote at a meeting of the organization.

**Section 2:** These by-laws may be amended at any regular meeting of the organization by a majority vote of the members present and voting, provided notice of the proposed amendment shall have been given 30 days prior.

#### **Article XII – Policies**

**Section 1.** The MPPTO shall be non-commercial, non-sectarian and non-partisan. Neither the name of the MPPTO nor the name of any of its members, officers, or directors in their official capacity shall be used in connection with any commercial concern or any partisan interest or for any purpose other than the regular work of the MPPTO.

**Section 2.** The MPPTO shall not seek to direct the administrative activities of the school or to control its policies.

**Section 3.** No substantial part of the MPPTO will include campaigning or financial support in connection with ballot measures and under no circumstances shall the MPPTO engage in political activity either for or against any candidate for public office.

#### **Article XIII - 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. 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. Definition**

**a. Interested Person.** Any Board member or member of a committee 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 Board members and members of committees with governing Board-delegated powers 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 governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee 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 governing Board or committee 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 Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Executive Board or committee 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 Executive Board or committee shall determine by a majority vote of the disinterested directors 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 Executive Board or committee 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 Executive Board or committee 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 Executive Board and all committees with Board-delegated powers 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 Executive Board's or committee's 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 Executive Board who receive 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 Executive Board or any committee 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.