

East Gresham Elementary PTSO

Bylaws

Updated February 2024

Article I - Name

The name of the organization shall be the East Gresham Elementary PTSO.

Article II - Purpose

The corporation is organized with the mission of supporting the students and staff of East Gresham Elementary by fostering relationships among the school, parents, staff and students.

Article III - Membership and Dues

Section 1. Any parent or guardian of a student at the school may be a member and shall have voting rights. The principal/vice principal and any staff member employed at the school may be a member and have voting rights. Members have one vote per legal guardian.

Section 2. There are no dues for membership.

Article IV – Board Members and Elections

Section 1. Duties. The duties of the Board shall be to transact business between meetings in preparation for the general meeting, create bylaws, standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 2. Board Members. The Board shall be a president, secretary, and treasurer at minimum. Additional members may include vice president, events coordinator, communications officer, volunteer coordinator and fundraising coordinator. 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. The president shall preside over meetings of the organization and Board, serve as the primary contact for the principal/vice principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. Secretary. The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

c. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the

Board. He or she will present a financial statement at every meeting and at other times of the year when requested by the Board, and make a full report at the end of the year.

d. Vice President. The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall also oversee the committees of this organization.

e. Events Coordinator. The events coordinator oversees and manages the in person events of the PTSO. The Coordinator is responsible for working closely with all parties involved in the event. They schedule dates in collaboration with the Board.

f. Communications Coordinator. The communication Coordinator oversees all communication efforts between PTSO and parents. Ensures that the PTSO website (if in existence) is accurate & up to date with relevant information for parents and volunteers. Publishes information newsletters/emails, manages the PTSO social media accounts and collaborates with the volunteer coordinator to ensure all interested volunteers are notified of opportunities.

g. Volunteer Coordinator. The volunteer coordinator meets with school leaders and board members to determine their volunteer needs. They recruit parent volunteers during school events and through PTSO communications and organize their contact information in a database. They also help ensure parents have completed the background check in order to volunteer at school and PTSO events.

h. Fundraising Coordinator. The fundraising coordinator works with parents, students, staff and community members to oversee all fundraising activities for the PTSO. They work in tandem with the events coordinator to plan events with a fundraising purpose. They also are responsible for coordinating efforts for finding donations from individuals and corporations or businesses in the community.

Section 3. Eligibility. Members are eligible for office if they are members in good standing.

a. All board members must complete and pass a Gresham Barlow School District background check and keep their background check current with the school district.

Section 4. Nominations and Elections. Elections will be held at the annual meeting. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. Elections shall be by ballot vote.

Section 5. Terms of Office. Board members are elected for one year, beginning July 1st and ending June 30th. A person may be elected to the same office for more than one term. In the instance that a board member steps down from their position, that person may not serve on the board for the subsequent year. This policy may be waived with the discretion of the acting board.

Section 6. Removal From Office. A board member of this PTSO may be removed from office without cause by the Board upon the affirmative vote of two-thirds (2/3) of all board members then serving. Board members must be notified of the request for removal at least five days in advance of the board meeting.

Section 7. Vacancies. If there is a vacancy in the office of president, the vice president will immediately become the president. In the absence of a vice president, the secretary will become interim president until a quorum vote is taken for which board member will take over as president. For all other positions, within one month of vacancy, an open nomination and quorum vote will occur to fulfill the remainder of the term.

Article V – Meetings

Section 1. Regular Meetings. Meetings shall be held to conduct the business of the PTSO. There should be a minimum of four meetings during the school year. All members shall be informed of the meetings with at least one week prior notice.

Section 2. Special Meetings. Special meetings may be called by the president or any two members of the Board. Previous notice of the special meeting shall be sent to the membership at least 24 hours prior to the meeting.

Section 3. Annual Meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. The quorum is half the number of board members plus one.

Section 5. Notification of Meetings. The secretary will notify the members of the meetings via email at least one week prior to the meeting.

Section 6. Voting. Each member in attendance at a PTSO meeting is eligible to vote. Absentee and proxy votes are not allowed.

Section 7. Minutes. The secretary shall record minutes at each regular and special meeting. The minutes shall be submitted to the school principal/vice principal within three weeks of the meeting. The secretary shall send out the minutes electronically in email updates to the membership.

Article VII – Committees

Section 1. Membership. Committees may consist of general members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees can be held by the organization (but are not required or limited to): Fundraising, Membership/Volunteer, Communication, Community Outreach, Family Events, and Audit.

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

Article VIII – Finances

Section 1. Budget. A tentative budget shall be presented at the annual meeting for the following school year and approved at a subsequent meeting by a majority vote of the members present.

Section 2. Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. Expenses Up to \$200 may be approved by two board members. Expenses over \$200 shall be approved by a quorum.

Section 4. Checks. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers must be current board members.

Section 5. Audit. The treasurer shall prepare a financial statement for the annual meeting, to be reviewed by the board members or Audit Committee the following fall.

Section 6. Fiscal Year. The fiscal year shall start July 1st and end June 30th of the following year.

Section 7. Dissolution. 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. In the event that the school is no longer in operation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/ standing rules.

Article X – Standing Rules

Standing rules may be approved by the Board, and the secretary shall keep a record of the standing rules for future reference.

Article XI – Dissolution

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

Article XII – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the

secretary. Notice may be given by postal mail, email, hard copy, or fax. Amendments will be approved by a two thirds vote of those present, assuming a quorum.

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 or director 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 director, principal officer, 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 directors 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 chairperson of the governing 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 governing 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 governing 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 governing 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 governing 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 governing 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 governing 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 governing 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 governing 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.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board delegated powers 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 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.

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 compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management 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.

Signatures

President _____ Print _____

Vice President _____ Print _____

Treasurer _____ Print _____

Secretary _____ Print _____

