

BYLAWS OF FIVE OAKS MIDDLE SCHOOL PTO

Article I - Name

The name of this organization shall be the Five Oaks Parent Teacher Organization Inc. (herein referred to as the "FOPTO").

Article II - Purpose

The goal of the FOPTO 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 Five Oaks 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.

Section 2. Policies

- a. The FOPTO shall be non-commercial, non-sectarian and non-partisan. Neither the name of the FOPTO 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 interests or for any purpose other than the regular work of the FOPTO.
- b. The FOPTO shall not seek to direct the administrative activities of the school or to control its policies.
- c. No substantial part of the FOPTO will include campaigning or financial support in connection with ballot measures and under no circumstances shall the FOPTO engage in political activity either for or against any candidate for public office.

- d. No two family members may serve on the Executive Board at the same time.
- e. A Board member may not initiate any check made out to him/herself but may co-sign it if initiated by another Board member.

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. There shall be no member dues.

Article IV - Executive Board

Section 1. Membership

The Executive Board shall consist of the President, Vice President, Treasurer, Secretary and Volunteer Coordinator who shall be the voting officers of the organization.

Section 2. Duties

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

Two thirds of the Board members present at a meeting constitutes a quorum.

Article V - Duties of Officers and Elections

Section 1. Officers

The officers shall be a President, Vice President, Treasurer, Secretary and Volunteer 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

1. The President acts as the key contact for the FOPTO, provides direction for the group and coordinates the work of the officers and committees so that the FOPTO's objectives can be met.
2. Works directly with the Principal to maintain a supportive relationship between the school and the FOPTO.
3. Serves as an ex officio member of all committees.
4. Acts as a positive role model and spokesperson for the FOPTO.
5. Sets the agenda for and chairs the monthly FOPTO meetings.
6. Acts as a signer on the FOPTO bank account to deposit money and co-sign checks.
7. Reviews electronic accounts (Benevity, PayPal, etc) monthly to ensure proper transfer of monies into the PTO bank account.
8. Assists in creating the annual budget.
9. Responds promptly to any questions in a courteous, professional manner.

b. Vice President

1. The Vice President's primary role is to perform the duties of the President in the absence or inability of the President to serve.
2. Arranges for an independent audit of the previous school year's FOPTO

activities involving processes and financials by appointing a committee of two non-PTO board members to audit the previous school year's financial records by the start of the new school year. Informs the President and Treasurer to be present to answer questions.

3. Presents the audit report on the findings and recommendations for improvement to the board by the October FOPTO meeting.
4. Participates in executive board discussions and decision making.

c. Treasurer

1. The Treasurer shall be an authorized signer for the PTO bank account.
2. Receives all monies of the FOPTO for deposit.
3. Maintains an accurate record of receipts and expenditures and distributes reimbursements.
4. Attaches a copy of every reimbursement check to the reimbursement request for a proper audit trail.
5. Reviews the budget and bank statements monthly.
6. Presents a financial statement at monthly FOPTO meetings.
7. Presents the proposed budget for the coming school year at the second to last FOPTO meeting. This shall be approved by vote at the final meeting of the school year.
8. Provides an overview of the FOPTO's past year of financial activities at the final meeting of the school year.
9. Files applicable tax forms (CT12, 990N, etc) in a timely manner.
10. Shall close Treasurer's books by June 30.

d. Secretary

1. The Secretary shall record and keep the minutes of all meetings of the organization.
2. Distributes meeting minutes for approval to FOPTO board members within one week following a meeting to be shared with the general membership via the FOPTO website and school newsletters.
3. 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.
4. May serve as a signer on FOPTO bank accounts if necessary.

e. Volunteer Coordinator

1. The Volunteer Coordinator shall create a database of volunteers and is the main contact person for answering volunteer-related questions and for training and directing new volunteers.
2. Communicates frequently with the President and individual Committee Chairpersons about ongoing volunteer needs and opportunities.
3. Coordinates messaging about volunteer needs and opportunities with the Webmaster and/or Communications Coordinator.

Section 2. Nominations and Elections

Elections will be held at the last meeting of the school year providing notice is posted for all members to see for ten (10) business days prior to the elections. 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 FOPTO Executive Board may vote unanimously to extend a term for another year as needed annually.

1. 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.
2. Term positions shall be from July 1 until June 30.

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 with notice of such an election having been posted.

Article VI - Meetings

Section 1. Schedule

Regular meetings shall be held once monthly during the school year either in-person or via video. Two-thirds of the voting Executive Board members shall constitute a quorum. Special meetings of the Executive Board may be called by the President or by a majority of the Executive Board.

Section 2. Notification

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. at least ten (10) business days prior to the meeting.

Section 3. Order

The agenda of the meetings shall be:

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

Article VII - Appointed Board Positions/ Standing Committees

Appointed Board positions and Standing Committees may include but are not limited to the Web Master, Communications Coordinator, Audit Committee, Fundraiser Committee Chair, Staff Appreciation Chair, 8th Grade Party Chair, Art Lit Chair and Clothes For Kids Chair. Standing committee chairs are encouraged to attend regular monthly PTO meetings. The board may appoint additional committees if needed.

Article VIII - Finances

Section 1. Fiscal Year

The fiscal year of the FOPTO shall be from July 1 until June 30.

Section 2. Assets

All funds of the FOPTO shall be maintained in an insured deposit account in a bank or savings and loan institution as directed by the Board of Directors.

Section 3. Budget

A tentative budget shall be drafted and presented for approval by a majority vote of the members present at the last FOPTO meeting of the school year. A minimum of \$800 shall remain in the treasury at the end of a fiscal year to provide operating funds beginning the fiscal year of the incoming Executive Board.

4. Record Keeping

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

Section 5. Expenses

The board shall approve all expenses of the organization.

Section 6. Signatories

Two authorized signatures shall be required on every check written from FOPTO accounts. Each signatory must examine receipts and verify amounts prior to signing checks. Authorized signers shall be the President, the Treasurer and/or the Secretary if necessary.

Section 7. Deposits

Bank deposit slips shall be attached to the FOPTO deposit form for accurate record keeping. Any cash deposits must be counted and verified by two PTO members.

Section 8. Statements

The Treasurer shall prepare monthly financial statements to be presented to the general population.

Article IX - Parliamentary Authority

The rules contained in “Roberts Rules of Order, Revised” shall govern conducting business of the FOPTO.

Article X - Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon dissolution, funds must be used to pay all outstanding bills and any remaining assets shall be placed in the school’s Student Body Fund.

Article XI - Amendments

Section 1. Bylaw Revisions

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 or by a two-thirds vote of the executive board.

Section 2. Notification of Revisions

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

Article XII - 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:

1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
3. 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.
4. 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.

1. Any person with interest will leave the room during voting.
2. The chairperson of the governing board or committee may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement before a vote.
3. After exercising due diligence, if an alternative cannot be found, a majority vote of the disinterested officers on the Board shall be used.

d. Violations of the Conflict of Interest Policy.

1. 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.
2. 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.

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