

# Antonia Crater

## Parent Teacher Organization (PTO) Bylaws

### Article I – Name

The name of the organization shall be the Antonia Crater Parent Teacher Organization (PTO).

### Article II – Purpose

The purpose of the organization is to aid the students of Antonia Crater Elementary School in achieving their fullest potential by providing educational and personal enrichment, and by encouraging the cooperative interaction of parents, teachers, and the community.

### Article III – Members

Section 1. There is a single class of voting members. Any parent or guardian of a student enrolled at Antonia Crater Elementary may be a member and shall have voting rights. The principal, staff and any teacher employed at the school may be a member and shall have voting rights. Membership is automatically granted to an eligible person that attends a member meeting. Membership automatically lapses when all students of the member cease to be enrolled at Antonia Crater Elementary or the member's employment at the school terminates, as the case may be.

Section 2. There are no dues to be a member of the PTO.

Section 3. Membership is non-transferrable. However, the executive board in its sole discretion may decide whether a particular adult will be recognized as standing in loco parentis for a student. If so recognized, the adult shall be subject to the same rules of membership as a parent or guardian of the student. In deciding whether to recognize an adult as standing in loco parentis, the board may consider the adult's interest in joining as a member with voting rights, the consent of the student's parent or guardian for the adult to stand in on their behalf or the reason such consent is unavailable, whether there has been a lawful delegation of parental authority to the adult, and any other concern. The executive board in its sole discretion may decide to cease recognizing an adult as standing in loco parentis for a student.

### Article IV – Officers and Elections

Section 1. *Officers.* The officers shall be a president, vice president, secretary, treasurer, and treasurer elect. Officer positions are volunteer positions and may not be shared (i.e. no co-presidents). The same person may simultaneously hold more than one office, except for the offices of president and secretary.

a. **President.** The president shall preside over meetings of members and of the executive board, ensure that the executive board is advised on all significant matters of the organization's business, serve as the primary contact for the principal, serve as a principal spokesperson and representative of the organization at meetings outside the organization, coordinate the work of all the officers and committees so that the purpose of the organization is served, handle correspondence, and send notices of meetings to the members and executive board. The president shall be the chief executive officer, shall have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the executive board or these bylaws.

b. **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. Unless the organization takes other action, the vice president will automatically assume the position of president on the first day of August after the school year of his or her term as vice president.

c. **Secretary.** The secretary shall keep or cause to be kept, at the principal office or such other place as the executive board may order, all records of the organization: the articles of incorporation, bylaws, resolutions, amendments thereto, meeting notices and a book of minutes of meetings of members and directors, and annual reports. The secretary shall take and record minutes of all meetings of members and directors. The secretary shall be responsible for authenticating records of the organization.

d. **Treasurer.** The treasurer shall be the chief financial officer of the organization. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and make disbursements as allowed by the expense budget or approved by the executive board. The treasurer shall have all financial account authority and control. This position is also the senior administrator for the bylaws. The treasurer shall file or cause to be filed any annual reports required by the Internal Revenue Service and Oregon Department of Justice. The treasurer shall regularly present a financial statement at membership or executive board meetings and at other times of the year when requested by the executive board.

e. **Treasurer Elect.** The treasurer elect shall assist the treasurer and carry out the treasurer's duties in his or her absence or inability to serve. Unless the organization takes other action, the treasurer-elect will automatically assume the position of treasurer on the first day of August after the school year of his or her term as treasurer-elect.

Section 2. *Nominations and Elections.* Nominations for each office may be made from the floor. Elections will be held at the annual member meeting. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a vote shall be taken, which may be by ballot or voice. The President, in his or her sole discretion, shall decide the method of voting and whether nominations for an office may be made from the floor during the annual member meeting.

Section 3. *Eligibility.* All adults who are age 18 or older are eligible for office if they are members in good standing at the time they are nominated for office. For example, a parent of a fifth grade student may be eligible to serve in an officer role the first school year after his or her fifth grade student graduates.

Section 4. *Terms of Office.* Officers are elected for one year and may serve no more than three (3) consecutive terms in the same office. Terms of office shall begin on August 1.

Section 5. *Vacancies.* If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in the office of treasurer, the treasurer elect will become the treasurer. At the next regularly scheduled meeting, a new treasurer elect will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. *Removal From Office.* Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 7. *Resignation.* An officer may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

#### Article V – Member Meetings

Section 1. *Regular Monthly Meetings.* The regular meeting of the organization may be held without notice every other month, beginning in September, during the school year at Antonia Crater Elementary School, or, if there is at least seven days' notice to members before the meeting, then at a time and place determined by the President. Except as specifically provided in these bylaws or applicable law, a notice of a regular meeting need not describe the purposes of any meeting. The president may cancel a member's meeting with or without notice.

Section 2. *Regular Annual Meeting.* The annual meeting will be held at the time and place of the May regular meeting, or, if there is at least seven days' notice to members before the meeting, then at a time and place determined by the President. The annual meeting is for electing officers and conducting other business that should arise. The failure to hold an annual meeting on the stated date will not affect the validity of any organizational action.

Section 3. *Special Meetings.* Special meetings may be called by the president, any two members of the executive board, or ten general members submitting a written request to the secretary. Notice of the special meeting shall be sent to the members at least 10 days before the meeting. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 4. *Quorum.* Those votes represented at a meeting of members shall constitute a quorum.

Section 5. *Notice of Member Meetings.* Notice of meetings must be provided to members through one or more communication methods used by Antonia Crater Elementary School to communicate in mass to the parents and/or guardians of students at the time of the notice.

#### Article VI – Executive Board of Directors

Section 1. *Powers.* All organizational powers will be exercised by or under the authority of, and the affairs of the organization will be managed under the direction of, the board of directors.

Section 2. *Composition.* All officers, and no other persons, are members of the board of directors. When all officer positions are filled, the board shall consist of five persons. In no event shall the board consist of fewer than three persons. The past president of the PTO and the principal of Antonia Crater are encouraged to be non-voting participants at executive meetings.

Section 3. *Duties.* The duties of the Executive Board shall be to conduct such business between meetings as may be necessary, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, and prepare reports and recommendations to the membership.

Section 4. *Meetings.* Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board. Special meetings may be called by any two board members, with 24 hours' notice to all Directors.

Section 5. *Quorum*. Half the number of board members plus one constitutes a quorum.

Section 6. *Action Without Meeting by Unanimous Written Consent*. Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

#### Article VII – Committees

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

Section 2. *Committees*. The board may appoint committees as needed. Committee chairs and members must have a current volunteer badge through the Newberg School District.

Section 3. *Power*. Committees do not exercise the authority of the board of directors. Committees may engage in normal PTO operations and activities, including fundraising and event planning.

#### Article VIII – Finances

Section 1. A budget shall be drafted in the fall for each school year by the executive board (if not done so earlier) and approved by a majority vote of the members present.

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

Section 3. The board shall monitor all expenses of the organization.

Section 4. Two authorized signatures shall be required on each check over the amount of \$5,000.

Section 5. The treasurer shall prepare a financial statement at the end of the year.

Section 6. The fiscal year shall be from the first day of August to the last day of July of each year.

Section 7. All officers have the power to enter into contracts on behalf of the organization and the power to delegate authority to contract to others.

#### Article IX – Parliamentary Authority

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

#### Article X – Standing Rules

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

#### Article XI – Dissolution

Dissolution is authorized if it is approved by both (a) the board by a majority vote and (b) the members by at least two-thirds of the votes cast, so long as at least 14 days' notice of the member meeting along with the agenda of voting on dissolution was provided to members in the manner described in Article V, Section 5.

#### Article XII – Amendments

Section 1. Amendment to bylaws is reserved exclusively to members. Members may amend these bylaws by a two-thirds vote at any regular or special meeting, so long as at least 14 days' notice of the member meeting along with the agenda of voting on bylaws amendments was provided to members in the manner described in Article V, Section 5.

Section 2. Whenever an amendment or a new bylaw is adopted, it will be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in that book and place.

#### Article XIII – Conflict of Interest Policy

Section 1. A conflict-of-interest transaction is a transaction with the organization in which a director has a direct or indirect conflict of interest.

Section 2. A director has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the organization.

Section 3. A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 4.

Section 4. A transaction in which a director has a conflict of interest may be approved either (a) by the vote of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

Section 5. For purposes of clause (a) of Section 4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 4 if the transaction is otherwise approved as provided in Section 4.

#### Article XIV – General Provisions

Section 1. *Nondiscrimination.* The organization will not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

Section 2. *Inspection of Books and Records.* All books, records, and accounts of the organization will be open to inspection by the directors in the manner and to the extent required by law.

Section 3. *Execution of Documents.* The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the organization. This authority may be general or confined to specific instances.

Section 4. *Insurance.* The organization may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the organization, or who, while a director, officer, employee, or agent of the organization, is or was serving at the request of the organization as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the organization may not purchase or maintain such insurance to indemnify any director, officer, or agent of the organization in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

Section 5. *Severability.* A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

\* \* \* \* \*

WHEREAS, written notice of a members' vote on amendment to the bylaws was provided to members present at the September 29 special meeting; and, whereas, the secretary of this organization caused notice of the same to be provided to all members;

WHEREAS, the notices included information that the vote on bylaws amendment would take place at the general meeting of members on October 13, 2016 at 6:30 p.m. at Antonia Crater Elementary;

THEREAFTER, at the general meeting of members on October 13, 2016 at said place and time, with a quorum of ten members present, the foregoing bylaws were duly adopted by a two-thirds vote of members present.

---

Leslie Thurman

Secretary