

PTC Bylaws

ROBERT FROST ELEMENTARY SCHOOL PARENT TEACHER CLUB

MISSION

The Robert Frost Elementary School Parent Teacher Club is an organization whose purpose is to strengthen, enhance and encourage the educational and social environment of Robert Frost. Its goals are to complement the school curriculum with additional opportunities for parents, teachers and students to learn, socialize, communicate and grow.

ARTICLE I – NAME

The name of this organization shall be the Robert Frost Elementary Parent Teacher Club, also know as the Robert Frost PTC.

ARTICLE II – STATEMENT OF PURPOSE

The objectives of the Robert Frost PTC shall be to:

- A. Promote parental support for and cooperation with the teachers and administrators of Robert Frost Elementary School in the education of the children enrolled in the School.
- B. Promote education, communication and understanding among the students, parents, faculty, administration, and community of Robert Frost.
- C. Enhance and augment the basic curriculum through volunteerism and student enrichment programs.
- D. Supply and facilitate parental and community aid to Robert Frost.
- E. Aid the School in projects and public information.

ARTICLE III – POLICIES

- A. The programs of the PTC shall be educational, fund-raising and social activities, which shall be developed through events, committees and projects.
- B. The PTC shall be noncommercial, nonsectarian and nonpartisan. Neither the

name of the organization nor the names of its Officers in their official capacities shall be used in connection with any commercial concern or any partisan interest or for any purpose other than the regular work of the PTC.

- C. The PTC shall not seek to direct the administrative activities of the School or to control its policies.
- D. The PTC may cooperate with other agencies and organizations active in child welfare, such as conference groups or coordination councils, provided that no commitments shall bind the PTC beyond the current year.
- E. No substantial part of the activities of the PTC will include electioneering in connection with ballot measures and under no circumstances shall the PTC engage in political activity either for or against any candidate for public office.

ARTICLE IV – MEMBERSHIP

Membership is open to all parents/guardians of the students enrolled in Robert Frost Elementary School, to all faculty, staff and administrators of the School, and any person interested in the objectives of the PTC, without regard to race, religion, gender, ethnicity or sexual orientation.

ARTICLE V – OFFICERS AND BOARD MEMBERS

Section 1: Officers, Board Members and Terms of Office

- A. The Officers of the PTC shall be President, Vice President, Secretary, and Treasurer. Any office may be shared, but will be nominated as a team.
- B. No person shall hold more than one office at a time.
- C. The Board Members of the PTC shall consist of the elected Officers and the Volunteer Coordinators.
- D. Officers will assume their official duties at the last PTC meeting, after the outgoing Officers have completed their business and turned the meeting over to the new Officers.
- E. No Officer shall hold the same position for more than two consecutive years unless slated by the Nominating Committee.

Section 2: Nominations and Elections

- A. The Nominating Committee shall make nomination of Officers. The Nominating Committee shall consist of three members to be selected from the PTC general membership or Standing Committee Chairs and appointed by the Executive Board no later than the January PTC meeting. The Nominating Committee shall prepare a slate of nominees for the offices of President, Vice President, Secretary and Treasurer and shall report them to the PTC membership at the last regular PTC meeting.
- B. Nominations from the floor may be added to the proposed slate. All nominations must have the consent of the person being nominated.
- C. The elections of new Officers and Board members for the coming school year shall occur at the last regular PTC meeting. If there shall be but one candidate for any office, the election may be made by voice for that office.
- D. A vacancy occurring in any office shall be filled for the unexpired term be a person elected by the majority vote of the remaining members of the Executive Board, except if a vacancy in the office of President occurs, in which case it shall be filled by the Vice President.

ARTICLE VI – DUTIES OF OFFICERS AND BOARD MEMBERS

A. The President shall:

- 1. The President shall preside at all meetings of the PTC and the Executive Board.
- 2. Coordinate the work of the Officer and Committees and shall perform other duties as may be necessary and proper for the operation and well being of the PTC and the School.
- 3. Be a signer on the bank account.
- 4. Represent the School at District meetings as needed.

B. The Vice President shall:

- 1. The Vice-President shall assist the President, shall perform the duties of the President in the absence of that Officer and shall keep the Bylaws up to date.
- 2. Shall preside over the Audit Committee.

C. The Secretary shall:

1. Record the minutes of each meeting of the PTC and the Executive Board and shall have on hand for reference at each meeting a copy of the Bylaws, the minutes of previous meetings and a list of standing committees and their responsibilities.
2. Help coordinate a newsletter and/or other information as needed with the President.
3. Will distribute minutes to all PTC members and post in the PTC Minutes Book located in the main office at Robert Frost Elementary.

D. The Treasurer shall:

1. Keep track of all PTC donations and report status at PTC meetings.
2. Receive all monies of the PTC, provide for payment of bills, keep an accurate record of receipts and expenditures, and report at every PTC and Executive Board meeting or as requested.
3. Receive and reconcile the bank statements after the President has reviewed them.
4. Be responsible for ensuring the filing of annual reports to the Internal Revenue Service and other governmental bodies as required by law, including maintaining registration status with the Oregon Corporate Division. This includes, but is not limited to CT-12 and 990-EZ.

E. Volunteer Coordinator

1. The Volunteer Coordinators shall serve as a liaison between school staff, school volunteers and the community in order to maintain a well-coordinated school volunteer program as directed by the Silver Falls School District. They shall attend District Volunteer Coordinator meetings if requested.

F. All Officers and Board Members shall:

1. Attend all PTC meetings or contact the President if unable to do so.
2. Perform the duties prescribed in the Bylaws and any additional duties, which may be assigned to them from time to time.
3. Be responsible for all appropriate correspondence and acknowledgements within their area of responsibility.

4. Deliver to their successors all papers, files and records pertaining to their duties and responsibilities at the final meeting of the school year.
5. All shall serve on the Budget Committee.

ARTICLE VII – EXECUTIVE BOARD

A. The PTC's duly elected Officers and its Volunteer Coordinators shall be known as the Executive Board.

B. The duties of the Executive Board shall be to:

1. Transact necessary business in the intervals between PTC meetings and business referred to it by the PTC membership.
2. Create Standing or Special committees and to appoint chairpersons, as needed.
3. Approve the plans of the work of committees.
4. Present reports at regular PTC meetings.
5. Prepare and submit a written annual budget to the general PTC membership for approval along with the budget committee.

ARTICLE VIII – COMMITTEES

A. Standing committees shall be created and dissolved by the Executive Board as necessary. Standing committees will carry over from one school year to the next. The Executive Board shall appoint chairpersons of the Standing committees for a term of one year. Their selection will be announced at the general PTC meeting in May. No committee work shall be undertaken without the consent of the Executive Board.

B. Special committees may be created by the President, Executive Board or members at a general PTC meeting as deemed necessary to satisfy a specific short-term objective. Special committees will not carry over from one school year to the next, but must be reinstated at the beginning of each school year. No committee work shall be undertaken without the consent of the Executive Board.

ARTICLE IX – MEETINGS

A. The President and the Principal will schedule PTC general meetings during the

school year. The Officers, Board members, Committee Chairpersons and all interested members will attend meetings. An annual meeting of members shall be held on not less than 10 days notice to the membership.

B. The President, as necessary, may call other meetings from time to time to be held on not less than 10 days notice to the membership.

C. PTC meetings conducted for the purpose of voting on any issue or election shall be conducted on public property.

D. The members in attendance at a duly called general membership meeting shall constitute a quorum. A majority of the Executive Committee shall constitute a quorum of the committee.

E. A motion shall be passed by a majority of the members present.

F. The rules of procedure for PTC meetings, as to matters not expressly governed by the Bylaws or the Articles of Incorporation, shall be those prescribed in *Robert's Rules of Order, Revised*.

G. Executive Board meetings may be called by the President or a majority of the Executive Board upon reasonable notice to Board members.

H. All notices are required to be given to members by mail, telephone, fax, e-mail or in the monthly school newsletter (with 10 days notice).

ARTICLE X – BUDGET AND FINANCE

A. The immediate past Treasurer shall be the chairperson of the Budget Committee. The committee will consist of both the incoming and outgoing Officers. The proposed budget shall be prepared by the Budget Committee and reviewed by the PTC. The proposed budget shall be available in the school office.

B. The approved budget shall be included in the student information packet before the first PTC meeting at the beginning of each new school year.

C. All funds of the PTC shall be maintained in an insured FDIC deposit account in a bank or savings and loan institution.

D. Any large cash deposits (exceeding \$100.00 dollars) must be verified by two PTC members.

E. Expenditures not included in the annual budget must be approved in advance by the PTC or the Executive Board.

F. All checks shall be signed by the Treasurer. All checks exceeding \$1000.00 shall be signed by two officers.

G. The account of the PTC may be examined at any time, but may be examined at the end of each school year, between June 30th and August 31st, by an Audit Committee.

H. The audit committee will include the incoming Treasurer, the immediate past VP and at least one other PTC (non-board) member appointed by the PTC and approved at the final meeting of the year.

1. When satisfied that the Treasurer's report is correct, the Audit Committee shall sign a statement to that effect at the end of the report. The report will be completed and will become a part of the PTC records at the first meeting of the next school year.

J. A minimum of \$5,000.00 dollars shall remain in the treasury each year as a contingency fund to be passed to the new PTC board in order to provide operating funds to begin the PTC's activities for the next school year; and other funds identified by the Executive Board for carryover to the next school year.

K. The fiscal and corporate year of the PTC shall be July 1st through June 30th of the next year.

ARTICLE XI – CONFLICT OF INTEREST

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:

- 1 Has received a copy of the conflict of interest policy;
- 2 Has read and understood the policy;
- 3 Has agreed to comply with the policy; and
- 4 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.

ARTICLE XII – AMENDMENTS

A. These Bylaws may be amended at any general PTC meeting by a majority of the members present and voting, provided there has been a one-month notification of the proposed amendment to all members.

PTC Bylaws
Second Draft 1.09.12
Third draft 2.16.12
Final Draft 3.13.12