

Rock Ridge PTO Bylaws

Article I: Name

The name of this Parent Teacher Organization (PTO) is the Rock Ridge PTO, a Chapter of the Douglas County Educational Foundation (DCEF). The address shall be 400 N. Heritage Rd., Castle Rock, CO 80104. This organization is a non-profit organization that exists for charitable and educational purposes.

Article II: Purpose

Section 1. Rock Ridge PTO is organized for the purpose of enhancing the quality of our children's education and welfare in the home, at Rock Ridge Elementary ("School") and community through development of private resources and participation of parents, staff, and community.

Objectives

- To arrange activities and special events to supplement the academic program and enhance the school's sense of community;
- To serve as a liaison to encourage and facilitate effective communication between parents/guardians, the school administration/staff, the school board and the community.
- To be a vehicle for fundraising to help meet expenditures not covered by the school

Section 2. Rock Ridge PTO shall be non-commercial, non-sectarian and non-partisan. No commercial enterprise and no political candidate shall be endorsed by Rock Ridge PTO. Neither the name of the PTO nor the name of its officers in their official capacities shall be used in connection with any commercial concern nor with any partisan interest, or for any purpose other than the regular work of the PTO

Article III: Members

Section 1. General membership is open to parent(s) or a legal guardian of a student attending the School, and the principal and staff employed at the School. A member shall have one vote and equal privileges in the organization.

Section 2. Dues, if any, will be established by the Executive Board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

Article IV: Officers and Elections

Section 1. Officers. The affairs of PTO shall be governed by an Executive Committee made up of the elected officers of the committee. These positions are all non-paid and voluntary. The officers shall be President, Vice President, Communications VP, Secretary and Treasurer. The appendix contains detailed definitions of officer roles and responsibilities.

- President.** The President shall preside over meetings of the organization and Executive Board, serve as the primary contact for the 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.
- 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.
- 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 minute's book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
- 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 Executive Board. He or she will present a financial statement monthly and at other times of the year when requested by the Executive Board, and make a full report at the end of the year.

Section 2. Nominations and Elections. Elections will be held during the second to the last meeting of each school year for the following year. Executive Board will appoint Nomination Committee. Nominations for the elected positions can be submitted to the Nominating Committee three weeks before the third to the last meeting of the school year and at the meeting. The Nominating Committee shall select a candidate for each office and present the slate at that meeting. At that meeting, nominations may also be made from the floor. At the second to the last meeting of each school year meeting,

voting shall be by voice vote if a slate is presented or if more than one person is running for an office, a ballot vote shall be taken and counted by the Nominations Committee. .

Section 3. Eligibility. Any Parent PTO member in good standing is eligible for the offices of President, Vice President, Secretary and Treasurer.

Section 4. Terms of Office. Officers are elected for two years. Elected officers may serve consecutive two (2) year terms in the same office. Each person shall hold only one office at a time.

Section 5. Installation Elected Officers. The installation of the newly elected officers shall take place at the last general meeting of the school year, following the approval of the minutes and Treasurer's report. Incoming elected officers shall assume office with installation and act in the new capacity for the remainder of this meeting.

Section 6. 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 any other office, members will fill the vacancy through an election at the next regular meeting.

Section 7. Removal from Office. When an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the executive officers determines to be injurious to the organization or its purposes, the Executive Board may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include asking for the resignation of the officer. If removing the officer from office is a consideration, the Executive Board must:

- 1) The officer must be given fifteen (15) days' written notice of the hearing by the Executive Board to remove the officer from office;
- 2) The written notice shall contain the reasons for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the officer shown on the association's records;
- 3) At the hearing, the officer must be given an opportunity to address the Executive Board, either orally or in writing;
- 4) If the executive team recommends removal from office, they shall convene not less than five (5) days following the hearing and vote whether the officer will be removed from office;
- 5) A two-thirds (2/3) vote of the Executive Board shall be sufficient to remove the officer from office;
- 6) The removal vote shall be recorded in the Executive Board minutes and shall specify the number of members voting in favor of and against such removal;
- 7) The officer will be notified in writing of the action taken by the Executive Board.

Article V: Executive Board

Section 1. Membership. The Executive Board shall consist of the Officers and principal, or designee. Each member has one vote.

Section 2. Duties. The duties of the Executive Board shall be to establish meeting times and locations, participate in all meetings, transact business between meetings in preparation for the general meeting, create standing rules and policies, create and support standing and temporary committees, prepare and submit a budget to membership, approve variances to the budget, approve committee budgets, approve event proposals, and prepare reports and recommendations to the membership.

Section 3. Contracts. All contracts shall be signed by at least one member of the Executive Board.

Section 4. Meetings. The Executive Board will meet a minimum of twice per year, once at the beginning of the year to approve committee budgets and calendars and again mid-year to determine status for the year. Special meetings may be scheduled when warranted.

Section 5. Quorum. Two-thirds of the Executive Board represents a quorum.

Article VI: General Meetings

Section 1. Regular Meetings. PTO shall meet a minimum of five (5) times per academic year, generally September, November, January, March, and May. The meeting schedule will be published in May of the preceding academic year and posted to the school website and/or the Secretary will notify the members of the meetings in a flyer sent home with the students at least one week prior to the meeting. Attendance of all members of the Executive Committee is mandatory, and the meetings are open to all members of the membership at large. The end of the year 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. The kick off meeting will be held in September. The End of Year and Kick Off meeting is required for all Officers and chairpersons and is for coordinating plans for the year.

Section 2. Special Meetings. Special meetings may be called by the President, any two members of the Executive Board, or five general members submitting a written request to the Secretary. Previous notice of the special meeting shall be sent to chairpersons and members at least 10 days prior to the meeting.

Section 3. Quorum. The quorum shall be 20 members of the organization.

Section 4. Voting. A simple majority vote of the membership present at General Meetings is required for passage of any voting issue. Alternative voting methods (i.e. phone or E-mail) may be utilized as deemed necessary by the President, Vice President and principal.

Article VII: Committees

Section 1. Leadership. All committees will have a minimum of one (1) chairperson. All members are eligible to be chairpersons. Executive Committee will appoint Committee Chairs. Members who are interested in becoming a chairperson must:

- 1) Meet with either the President or Vice President;
- 2) Participate in an interview with the existing chairperson(s);
- 3) Attend a chairperson orientation meeting.
- 4) Submit a signed Volunteer Agreement to the school
- 5) Submit a chair application to the Executive Committee.

Section 2. Membership. All members are eligible to be a Committee Chair. Volunteers are requested at the beginning of the year on the PTO membership form as well as periodically throughout the year.

Section 3. Duties. Committees will be responsible for scheduling events, determining and maintaining a budget, and executing events. A more detailed description of chairperson duties is in the Appendix.

Section 4. Committees. PTO will consist of multiple committees similar to a department within an organization. The Executive Board may appoint additional committees or modify existing committees as needed.

Article VIII: Finances

Section 1. A tentative budget shall be drafted in the spring for the following academic year and approved by the Executive Board on or before July 31st.

Section 2. Any adjustments to the annual budget require a two-thirds majority of the Executive Board.

Section 3. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 4. The Executive Board shall approve all expenses of the organization.

Section 5. Two authorized signatures are required on each reimbursement request and each deposit.

Section 6. All bank accounts are owned by DCEF, and DCEF issues all checks.

Section 7. The Treasurer shall reconcile the account monthly and distribute a report of the budget to all chairpersons and officers.

Section 8. A current statement of the finances may be requested by an officer, school administrator, member, or DCEF administrator at any time. The Treasurer will present this information with 72 hours of the request.

Section 9. 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.

Section 10. The fiscal year shall begin July 1st and shall end June 30th of the following year.

Section 11. PTO shall leave a minimum of \$2,000 in the treasury at the end of each fiscal year.

Article IX: Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the PTO bylaws. ([RONR](#) [10th ed.], p. 15, l. 17-25; p. 561-62, 569).

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

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

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. Bylaws must be reviewed by the Executive Board a minimum of every two (2) academic years. Amendments may 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.

Appendix

Appendix A. Robert's Rules

What Is Parliamentary Procedure?

It is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion.

Why is Parliamentary Procedure Important?

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization.

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officers' reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

The method used by members to express them is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

There are four Basic Types of Motions:

1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

How is Motions Presented?

1. Obtaining the floor
 - a. Wait until the last speaker has finished.
 - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
 - c. Wait until the Chairman recognizes you.
2. Make Your Motion
 - a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ...".
 - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
4. Another member will second your motion or the Chairman will call for a second.
5. If there is no second to your motion it is lost.
6. The Chairman States Your Motion
 - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.

- c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
- 7. Expanding on Your Motion
 - a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
 - b. The mover is always allowed to speak first.
 - c. All comments and debate must be directed to the chairman.
 - d. Keep to the time limit for speaking that has been established.
 - e. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
- 8. Putting the Question to the Membership
 - a. The Chairman asks, "Are you ready to vote on the question?"
 - b. If there is no more discussion, a vote is taken.
 - c. On a motion to move the previous question may be adapted.

Voting on a Motion:

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

- 1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for an exact count.
- 2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
- 3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ...". The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
- 4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
- 5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

There are two other motions that are commonly used that relate to voting.

- 1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
- 2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

- 1. Allow motions that are in order.
 - 2. Have members obtain the floor properly.
 - 3. Speak clearly and concisely.
 - 4. Obey the rules of debate.
- Most importantly, *BE COURTEOUS*.