

Charlemagne at Fox Hollow Parent Teacher Organization By-Laws

Article I – Name

The name of the organization shall be the Charlemagne at Fox Hollow Parent Teacher Organization (CPTO).

Article II – Purpose

The purpose of the CPTO is to enhance the education of all children at Charlemagne Fox Hollow Immersion School by fostering relationships among the school, parents and teachers.

The organization is organized in accordance with the Oregon NonProfit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Article III – Members

Section 1. Parents. Any parent, guardian, or other adult standing in loco parentis for a student enrolled at Charlemagne at Fox Hollow Immersion School may be a member and shall have voting rights.

Section 2. Teachers. Any teacher at Charlemagne at Fox Hollow Immersion School may be a member and shall have voting rights.

Article IV – Officers and Elections

Section 1. Officers. The Officers/Directors of the CPTO will be referred to as the Executive Board. The Executive Board shall consist of the President, President-Elect, Secretary, Treasurer, Assistant Treasurer-Operations, Assistant Treasurer-Internal Control, and the Convener/Chair of the Site Council, as long as the Site Council Convener/Chair is a parent. If the Site Council Convener/Chair is not a parent then it will be another parent member of the Site Council. The Principal and all other Site Council

Representatives may participate in Executive Board meetings and discussions but are not voting members.

a. President. The organization will be led by the President who will preside over meeting of the Executive Board and with the President-Elect, shall preside over meetings of the organization, 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. The President will serve a one (1) year term. Collectively, the President and President-Elect will be referred to as Co-Chairs.

b. President-Elect. The President-Elect shall train for the office of the President and shall automatically be slated as President the following year. With the President, the President-Elect shall preside over meetings of the organization, 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. Collectively, the President and President-Elect will be referred to as Co-Chairs.

c. Secretary. The secretary shall ensure that all records of the organization are maintained, take and record minutes, prepare the agenda in conjunction with the President and President-Elect and handle correspondence. The Secretary will serve for a two (2) year term.

d. Treasurer. The treasurer shall conduct the financial affairs of the CPTO as directed and authorized by the Executive Board and prepare the CPTO budget in consultation with the Executive Board. 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 at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year. The Treasurer will serve for a two (2) year term.

e. Assistant Treasurer - Operations. The Assistant Treasurer - Operations will assist the Treasurer with his or her duties as described above and has primary responsibility for managing the funds received at various fundraisers. The Assistant Treasurer - Operations will serve for a two (2) year term.

f. Assistant Treasurer – Internal Control. The Assistant Treasurer – Internal Control will assist the Treasurer by periodically reviewing and

auditing transactions in and out of the CPTO bank account. The Assistant Treasurer – Internal Control will serve for a two (2) year term.

g. Site Council Convener/Chair. Three representatives for the Site Council will be elected from the PTO Membership and will serve as the parent representatives to the Site Council. The Site Council Convener/Chair will serve on the Executive Board as long as the Site Council Convener/Chair is a parent. If the Site Council Convener/Chair is not a parent, then it will be another parent member of the Site Council to be selected by the Site Council representatives. If the Chair/Convener is not available for an Executive Board meeting, he or she may designate another Site Council Representative to attend.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, approve routine expenditures (under \$50,000) and prepare reports and recommendations to the membership. In the event that there may be issues that need to be resolved prior to a meeting, those items may be emailed to the board and voted on prior to the meeting.

Section 3. Meetings. Meetings shall be held as needed to be determined by the board with at least one meeting each year. Special meetings may be called by any two board members, with 24 hours' notice. Special meetings may occur by phone.

Section 4. Quorum. Half the number of Executive Board Members constitutes a quorum.

Section 5. Nominations and Elections. Elections will be held at the second to last meeting of the school year. Nominations will be solicited from the membership. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote by all present at the meeting shall be taken.

Section 6. Terms of Office. Officers are elected for one to two year terms as noted in the job description. Each person elected to an Executive Board position or selected as a Site Council Representative shall hold only one office or position at a time.

Section 7. Vacancies. If there is a vacancy in any office, the President and/or President-elect may appoint a replacement subject to ratification by the Executive Board at the next meeting or via email vote. Notice of vacancies will be provided to members and if multiple persons express an interest in a vacant position, an election by the general membership should be held.

Section 8. 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 of at least one week has been given.

Article V – Meetings of General Membership

Section 1. Regular Meetings. The regular meeting of the organization shall be held each month during the school year at a time and place determined by the Executive Board. Members will be notified of all meetings and any significant issues the week of the meeting via email and school posting.

Section 2. Annual Meeting. The annual meeting will be held at the second to last regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. Members will be notified of all meetings and any significant issues the week of the meeting via email and school posting.

Section 3. Special Meetings. Special meetings may be called by either the President or President-Elect, 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 the members the week of the meeting via email and school posting.

Section 4. Quorum. A majority of the members of the Executive Board shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Officers present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers results in representation of less than a quorum.

Section 5. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Officers with respect to the subject matter of the vote.

Article VI – Committees and Representatives

Section 1. Membership. Committees may consist of members and officers, with the President and President-Elect (the Co-Chairs) acting as an ex officio member of all committees. Each Committee will be led by a committee chair who will make regular reports regarding the committee business and make any requests for funds to the Executive Board.

Section 2. Committees. The board may appoint additional committees as

needed.

Section 3. Class Representatives. Each class shall have a parent (or parents) to serve as the liaison between that class and the CPTO.

Article VII – Finances

Section 1. Budget. A finalized budget should be presented in the Fall and approved by the Executive Board. The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Executive Board and made available to members.

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

Section 3. Approval of Expenditures. The Executive Board shall approve all expenses under \$50,000 of the organization. The membership shall approve expenditures over \$50,000. The Executive Board may approve transfer of funds to Site Council for purposes of funding staffing decisions at their discretion.

Section 4. Signatures on Account. Authorized signers shall be the Treasurer, Assistant Treasurer- Operations, Assistant Treasurer- Internal Controls.

Article VIII – 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 IX – Dissolution

The organization may be dissolved only with authorization of its Executive Board given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members present. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Executive Board.

Article X – 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, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XI – 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 Executive 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 Executive 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 Executive 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 CPTO'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 CPTO 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.