

BYLAWS OF VERNE A. DUNCAN ELEMENTARY PARENT TEACHER ORGANIZATION INC.

ARTICLE I – NAME

Section 1. Name

The name of the organization shall be Verne A. Duncan Elementary Parent Teacher Organization Inc. (hereinafter “PTO”). Located at 14898 SE Parklane Dr. Happy Valley, Oregon 97015.

Section 2: Description

The PTO is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: Purpose

The PTO is organized for the purpose of supporting the education of children at Verne A. Duncan Elementary by fostering relationships among the school, parents, teachers, and community. The PTO will engage in activities, which may include fundraising, to support the school and encourage school spirit and community involvement.

ARTICLE II – MEMBERSHIP

Membership shall be automatically granted to all parents and guardians of Verne Duncan Elementary students, plus all staff at Verne Duncan Elementary. There are no membership dues. Members have voting privileges, one vote per household.

ARTICLE III – OFFICERS

Section 1. Executive Board

The PTO shall have at least three officers: President, Secretary, and Treasurer, with additional officers, such as a Vice President as needed. One individual may hold multiple positions, except for President and Secretary. These officers form the executive board and have the authority of directors under state law.

Section 2. Election and Term

PTO officers are elected by members and the executive board in April or May and begin their two-year terms on July 1 and ending June 30 of the following year. Officers may be reelected for unlimited consecutive terms.

Section 3. Duties

- The **President** shall preside over meetings, coordinate the work of the officers and committees, act as the primary liaison with the school administration and principal, and represent the PTO in official capacities.
- The **Vice President** shall assist the President and carry out the President's duties in their absence.
- The **Secretary** shall keep all records of the organization, take and record minutes, and handle correspondence. The secretary shall keep or cause to be kept at the principal office or such other place as the executive board may order, a book of minutes of all meetings of directors.
- The **Treasurer** shall receive all funds, keep an accurate record of receipts and expenditures, be responsible for tax duties, and present a financial report at each meeting.

Section 4. Board Meetings

The Executive Board shall meet monthly during the school year, or at the discretion of the President.

Section 5. Removal

An officer can be removed from office for failure to fulfill his/her duties, or at any time, with or without cause, by vote of a majority of the members.

Section 6. Resignation

A director 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.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings

The PTO will hold regular general meetings throughout the school year, open to all members. Meeting frequency and scheduling are determined by the officers, with the recommended minimum of bi-monthly. All meetings should follow Robert's Rules of Order to ensure orderly discussion, majority rule, equal rights, transparency, and flexibility.

Section 2. Voting.

Each member in attendance at a PTO meeting is eligible to vote, one vote per household. Absentees and proxy votes are not allowed.

Section 3. Special Meetings

Special general meetings may be called by the President, or by a majority of the officers, provided that notice is given to all members/officers at least 2 days in advance, stating the purpose of the meeting.

Section 4. Quorum

A quorum for a meeting shall consist of at least three officers and two additional members.

ARTICLE V – COMMITTEES

Officers may establish committees as needed to support the PTO's mission. Committee chairs are appointed by the President with board approval and do not need to be executive board members. However, each committee must be overseen by at least one board member. Committees may make recommendations but have no authority to act on behalf of the executive board.

ARTICLE VI – FINANCES

Section 1. Fiscal year.

The fiscal year of the PTO begins July 1 and ends on June 30 of the following year.

Section 2. Budget

The officers shall prepare a budget and present it to the membership for approval at the first general meeting held in September of a new school year.

Section 3. Financial Records and Reporting

All financial activity shall be recorded in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity at board meetings as well as membership meetings. Accounts shall be reviewed annually by a person who is not an authorized signer on the account.

Section 4. Compensation

Officers and members of committees may be reimbursed for any expenses that are determined by resolution of the executive board to be just and reasonable. Officers shall not otherwise be compensated for service in their capacity as officers.

ARTICLE VII – CONFLICTS OF INTEREST

Section 1. Purpose

The purpose of this conflicts of interest policy is to protect the integrity and interests of the PTO when it is considering transactions or arrangements that may benefit the private interest of an officer, board member, or committee member. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest for nonprofit organizations.

Section 2. Definitions

- Interested Person: Any PTO officer, board member, or committee member with board-delegated powers who has a direct or indirect financial interest in a transaction under consideration.
- Financial Interest: A person has a financial interest if they (or a family member) have an ownership, investment, or compensation relationship with an individual or entity that does business with the PTO.

Section 3. Duty to Disclose

Interested persons must disclose any actual or potential conflict of interest to the board before the PTO enters into any proposed transaction or arrangement. The individual must leave the meeting during discussion and voting on the matter.

Section 4. Determining and Addressing Conflicts

- The board (or relevant committee) shall determine if a conflict exists.
- If a conflict exists, the board shall evaluate alternatives and determine if the transaction is fair, reasonable, and in the best interest of the PTO.
- A transaction involving a conflict may only proceed with approval by a majority of disinterested board members.

Section 5. Records of Proceedings

The meeting minutes shall document:

- The disclosure of the financial interest,
- The board's determination regarding the conflict,
- Names of persons involved, and
- The final decision, including any alternatives considered.

Section 6. Compensation and Benefits

Any person who receives compensation from the PTO shall not vote on matters related to their own compensation.

Section 7. Periodic Review

The PTO shall conduct periodic reviews to ensure compliance with this policy and to confirm that compensation arrangements and transactions remain fair and support the organization's mission.

ARTICLE VIII – STANDING RULES

The PTO may adopt Standing Rules to govern day-to-day operations, specific procedures, or recurring events not covered in these Bylaws. Standing Rules must be consistent with the Bylaws and may be adopted, amended, or repealed by a majority vote of the members present at any general meeting. Standing Rules are intended to provide flexibility and may be suspended or revised as needed by the executive board with majority board approval.

ARTICLE IX – AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting, provided that the amendment has been submitted in writing at the previous meeting.

ARTICLE X – DISSOLUTION

Upon the dissolution of the organization, the officers shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets to Verne A. Duncan Elementary School, if it is then operated exclusively for charitable and/or educational purposes.

ARTICLE XI – ADOPTION

These bylaws were adopted by the members of the PTO by a majority vote at a meeting held on September 3, 2025.

Approved by the PTO Board on [9/3/2025]