

BYLAWS OF ROGERS PARENT TEACHER ORGANIZATION, INC. AND ITS MEMBER ORGANIZATIONS

Revision Date: 1/7/15

Article 1: Name and Membership:

The name of the corporation shall be Rogers Parent Teacher Organization, Inc. (RPTO) and the corporation shall have members, which shall be Parent Teacher Organizations (PTOs) at schools within Rogers School District; No.30 (District). No parent teacher organization which is affiliated with any national teacher association will be eligible to be a member.

Article 2: RPTO Purpose:

These By-laws shall provide for governance of the RPTO and its member PTOs. RPTO shall be responsible for providing guidance and assistance for individual PTOs with respect to their business and affairs. The purpose of each individual PTO shall be to aid the parents, staff and students of their respective schools by providing support for their educational and recreational needs, also to promote open communication between the administration, teachers and parents.

Article 3: RPTO Policies:

RPTO and its member PTOs shall accomplish their objectives through volunteer service and shall be governed by the basic policies set forth in these bylaws.

RPTO and its member PTOs shall be non-commercial, non-sectarian, and non-partisan, and operate only for the purposes related to the objectives.

RPTO and its member PTOs shall seek neither to direct the administrative activities nor to control the policies of the school district or its various schools. Instead, the RPTO and member PTOs shall cooperate with the school and the school district to enhance the educational environment. Nothing in these bylaws shall be construed to prohibit or discourage individual members of PTOs from seeking to influence the policies of the school district.

RPTO and its member PTOs may cooperate with other organizations, provided its representative makes no commitments that bind the RPTO or a PTO without the approval of that organization.

In the event that a member PTO cannot elect a functioning board (a minimum of a President, Vice President, Treasurer and Secretary – see Article 7) the following timely actions shall be taken:

A. Meeting with RPTO Executive Committee:

- A meeting shall be held with the RPTO Executive Committee to address the issue of a lack of a complete PTO board. The issues will be addressed and a plan of action will be put into place to rectify the issues.
- A review date will be put in place at the RPTO Board's discretion to revisit the addressed issues and the progress made.
- If, at the review date, the PTO has fulfilled the requirements of the plan of action, the PTO will return to good standing.

B. Failure to meet expectations:

- If, on the review date, the PTO has not achieved the expectations set forth to them in the plan of action by the RPTO Board the issue will be presented to the RPTO body during its next meeting.

C. Meeting:

- At the next RPTO meeting, a vote will be called to remove the PTO.
- A two-thirds majority of the quorum will be needed to remove the PTO.

In the event of the dissolution of the RPTO or a member PTO, after all outstanding liabilities are to be paid in full, the remaining assets of the RPTO or a member PTO shall be distributed to other qualified organizations that benefit the member school and students, in proportion to the size of the parent membership of each organization where appropriate, but shall be distributed only, as provided in the RPTO Articles of Incorporation, for one or more of the exempt purposes specified in the section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

No benefit shall accrue to any individual in the RPTO or a member PTO.

No debit or credit cards may be issued/used on any of the PTO bank accounts.

There will be no solicitation of alcohol product donations, including but not limited to gift cards and/or certificates. Monetary (cash or check) donations from adult beverage companies may be accepted. Fundraising events may not sell, distribute or serve alcohol of any kind. We have a zero-tolerance policy, which is in accordance to the Rogers Public Schools policy.

Article 4: Executive Board Officers of RPTO:

The business and affairs of the RPTO shall be managed by the elected officers. These officers are the President, Vice President, Treasurer and Secretary, as listed in the Articles of Incorporation. The officers are the RPTO Executive Board (RPTO Board or Executive Committee). Co-officers may serve with Board approval.

RPTO Election and Terms

These officers are to be elected by the last RPTO meeting of each school year with their term to take effect on **July 1** ending **June 30**.

RPTO officers shall hold office for the term of one year and may be elected for no more than two consecutive terms without the break of at least one term, unless such restriction is waived by a majority vote of the RPTO membership. Unless waived by a majority vote of the RPTO

membership, the RPTO President shall have served on the RPTO Board for at least **one (1)** term prior to election as President.

RPTO Succession

All outgoing RPTO board members shall deliver to their successor all applicable official materials and reports related to their office and shall provide **guidance** and **training** to the respective incoming board members within **thirty (30) days** following the election but prior to **June 30**.

RPTO Duties

RPTO President:

The President shall preside over all meetings of the RPTO, shall seek to carry out the purposes of the RPTO as provided herein, and shall serve as spokesperson (or designate an appropriate spokesperson) for the RPTO. The President shall preside over all meetings of the executive committee.

RPTO Vice President:

The Vice President shall perform the duties of the president in the absence or inability of that officer to serve. The Vice President shall perform such other duties as are assigned by the President or the Board.

RPTO Secretary:

The Secretary shall take roll and keep the minutes of the meetings and submit them to the RPTO body for approval at the next regularly scheduled meeting. The minutes shall be reviewed by the representatives for approval and/or corrections.

The Secretary shall prepare and maintain an Operations Procedures Manual for the RPTO and its member PTOs, (such items to be included might be: agenda items, retention of documents, electronic documents, Roberts Rules of Order, etc.). The Secretary shall prepare and maintain an annual list of RPTO and member PTO officers. This list shall be compiled and provided to the RPTO executive committee and the member PTO officers in a timely manner.

RPTO Treasurer:

The Treasurer must safeguard the financial assets of the corporation, maintain adequate financial records of the corporation, present monthly financial reports to the RPTO membership, prepare and submit an annual budget to the board of directors. They will also submit monthly financial statements to the RPTO Board for approval and/or corrections by the representatives. These documents shall include but aren't limited to a current internal financial report, current bank statement and bank reconciliation. The Treasurer will verify the completion by the Treasurer of member PTOs of all required schedules and forms for the preparation of the tax return.

Annual Internal Audit

The Treasurer shall arrange for the end of year internal audit for RPTO records and shall collect internal audits for member PTOs no later than **July 15** of each year for the year ended **June 30**.

The Board may assign additional duties as deemed necessary.

Any vacancy in office shall be filled by the board from among its members.

Article 5: RPTO Membership:

The RPTO membership shall be comprised of representatives from each individual member school PTO and officers of the RPTO. The member PTO's representative shall be its President or his/her appointed representative. The representative shall be responsible to report back information to their member PTO what was shared at the RPTO meeting. All member PTOs are required to have their President and/or representative in attendance for a minimum of 4 meetings each school year so that the member school would be eligible for insurance the following year.

Article 6: Member PTO Membership and Dues:

Every parent, guardian, person standing in loco parentis to any student, teacher, staff member and student of the Rogers Public School District who subscribes to the bylaws, objectives and policies of the PTO shall be eligible for membership in a member PTO at that school. Membership in any member PTO shall be made available without regard to the basis of race, color, ancestry, age, sex, sexual orientation, religion, disability, ethnicity, national origin, veteran status, marital status, pregnancy, any other legally protected status, or other factors irrelevant to participation.

Each member PTO shall conduct an annual enrollment of members and maintain a membership list for each fiscal year. The member PTO may admit persons to the membership at any time. Members of the member PTO, except the school principal, shall be eligible to vote in business meetings and serve on the member PTO board.

Dues for membership in a member PTO shall be determined annually by the member PTO's board, subject to confirmation by the membership of the member PTO.

Money due to the RPTO for insurance, tax preparation and Operations Manual fees shall be determined by the RPTO board on an annual basis.

Article 7: Officers of Member PTOs:

The business and affairs of each member PTO shall be managed by a board consisting of a minimum of the following four officer positions: President, Vice President, Treasurer, and Secretary. These officers are elected for each individual member PTOs within the RPTO. Co-officers may serve with board approval.

Election and terms

These officers are to be elected by the last member PTO meeting of each school year with their term to take effect on **July 1** ending **June 30**.

Member PTO officers shall hold office for the term of one year and no person may be elected to more than two consecutive terms as an officer without a break of at least one term, unless such restriction is waived by a majority vote at a regularly called PTO meeting.

Upon completion of the election, the member PTO Secretaries shall provide the RPTO Secretary the results of the election along with the names, addresses, phone numbers and emails of the elected officers.

Succession

All outgoing member PTO board members shall deliver to their successor all applicable official materials and reports related to their office and shall provide **guidance** and **training** to the respective incoming board members within **thirty (30) days** following the election but prior to **June 30**.

Duties

President:

The President shall serve as a liaison between the Principal and the board as well as the member PTO. The President shall schedule meetings and prepare agendas, and conduct board meetings. The President shall preside at any such meetings, shall seek to carry out the purposes of the RPTO as provided herein, and shall serve as spokesperson (or designate an appropriate spokesperson) for the member PTO. The President shall serve as an ex-officio member of all committees. The President shall be a member of and attend RPTO meetings unless another person is designated to do so.

Vice President:

The Vice President shall perform the duties of the president in the absence or inability of that officer to serve. The Vice President shall perform such other duties as are assigned by the President or the Board. The Vice President shall be the chair of the nominating committee.

Secretary:

The Secretary shall record and distribute the minutes of all general and executive meetings and the minutes will be submitted for approval at the next regularly scheduled meeting. The

minutes shall be reviewed for approval and/or corrections by the membership. The secretary should have a copy of the bylaws, and perform other delegated duties as assigned.

The Secretary shall conduct an annual enrollment of members and maintain a current membership list for each fiscal year unless there is a membership committee chair.

Treasurer:

The Treasurer will prepare the budget for the fiscal year with the advice and approval of the board. The Treasurer shall keep up to date financial records as outlined and in accordance with Appendix A, to these by-laws, regarding Treasurer Controls.

The Treasurer shall prepare monthly financial documentation to include but not limited to an internal financial report, the current bank statement and a bank reconciliation report. The monthly financial documentation shall be presented to the member PTO board and body. The Vice President or other Board member shall verify and initial the financial documentation.

Annual Internal Audit

The member PTO Treasurer will arrange for the annual internal audit to be completed and turn all internal audit forms and supporting documentation over to the Executive RPTO Treasurer no later than **July 15** for the fiscal year ending **June 30**.

Annual Budget

The member PTO Treasurer will arrange for the annual budget to be approved by the PTO membership and submitted to the Executive RPTO Treasurer by **October 1** for the current fiscal year beginning **July 1**.

Any member may review the financial records of the member PTO, except as otherwise restricted by the member PTO board.

Any vacancy in office shall be filled by the member PTO board subject to approval by the member PTO membership.

Article 8: Removal of Officers

In the event an officer is not following the duties described above or issues have arisen that members of the RPTO and Member PTO feel need to be addressed the following timely actions shall be taken:

RPTO Officers:

A. Meeting with RPTO Executive Committee:

- A meeting shall be held with the RPTO Executive Committee to address issues pertaining to execution of the responsibilities of the officer in question. These issues will be addressed and a plan of action will be put into place to rectify the issues.

- A review date will be put in place at the RPTO Board's discretion to revisit the addressed issues and the progress of the officer in their ability to execute their responsibilities.
- If, at the review date, the officer has fulfilled the requirements of the plan of action, the officer will return to good standing within the board.

B. Failure to meet expectations:

- If, on the review date, the officer has not achieved the expectations set forth to them in the plan of action by the RPTO Board the issue will be presented to the RPTO body during its next meeting.

C. Meeting:

- At the next RPTO meeting, a vote will be called to remove the officer.
- A two-thirds majority of the quorum will be needed to remove the officer.

Member PTO Officers:

A. Meeting with Member PTO Board:

- A meeting shall be held with ALL officers of the member PTO to address issues pertaining to execution of the responsibilities of the officer in question. These issues will be addressed and a plan of action will be put into place to rectify the issues.
- A review date will be put in place at the member PTO board's discretion to revisit the addressed issues and the progress of the officer in their ability to execute their responsibilities.
- If, at the review date, the officer has fulfilled the requirements of the plan of action, the officer will return to good standing within the board.

B. Failure to meet expectations:

- If, on the review date, the officer has not achieved the expectations set forth to them in the plan of action by the member PTO Board another meeting shall be held with representation from the RPTO Executive Committee to address all unresolved issues.

C. Meeting:

- At the next PTO meeting, a vote will be called to remove the officer.
- A two-thirds majority of the quorum will be needed to remove the officer.

Article 9: Committees

The member PTO Board may appoint committees (or by majority vote, may allow the President to appoint committees) as deemed necessary. Ad hoc committees shall have the authority set forth at the time of the committee's creation. Each Committee Chair should share their committee plans and budget with the executive committee at the beginning of the fiscal year

and communicate regularly with the executive board on all committee activity and expenditures throughout the year.

Standing Committees:

The executive committee shall establish Standing committees as deemed necessary and advisable. Such committees might include but aren't limited to: Bylaw Review, Nominating, Membership, Hospitality/Teacher Appreciation, Volunteer Coordinator, Yearbook, Event/Carnival, Fundraising, etc.

It is strongly recommended that the chairpersons for standing committees be filled prior to the end of the school year for the upcoming year.

Nominating Committee for RPTO and Member PTOs:

This committee shall consist of the Vice President and two other members selected by the board. This committee shall be responsible for receiving all suggestions for persons to serve as officers. This committee shall contact all persons who will be nominated to confirm their willingness to serve. The committee shall ensure that all nominees are capable and able to serve in that position. This committee shall present the slate of nominees to the executive committee at least **thirty (30)** days prior to the last regularly scheduled PTO meeting or as otherwise directed by the RPTO membership. The slate of officers will be presented to the membership for a vote.

Task Force Committees:

The president and or board may create a task force for a specific time and/or task and shall cease to exist when that time or task is completed. The president shall appoint the chairpersons of all task force committee. Only members may serve as chairpersons. The chairperson shall report the plans and activities of the committee to the board at times specified by the board and to the membership at each regularly scheduled meeting.

Such task force committees might include but aren't limited to Financial Controls Review, Program/Funds Planning, etc.

Chairperson Responsibilities for RPTO and member PTOs:

The chairperson shall recruit the members of his/her committee. The chairperson shall report the plans and activities of the committee to the board at times specified by the board and to the membership at each regularly scheduled meeting.

Article 10: Meetings for RPTO and member PTOs

Member PTO Schedule:

All regularly scheduled meetings shall be held at a time, date, and frequency as determined by the current board. The meeting schedule shall be made available within fifteen (15) days of the first day of the school year. Meetings may occur face to face or through electronic media such as teleconferencing, video conferencing, etc., as long as a quorum is represented and the attendees and the method of attendance are reflected in the meeting minutes with a minimum of 6 meetings per year per member PTO.

RPTO and Parents and Administrators Coming Together (PACT) Schedule:

RPTO meetings are typically held on the first Wednesday of the month from 12:00-1:00pm from September through May of the school year. The Parents and Administrators Coming Together (PACT) meeting meets from 1:00-2:00pm immediately after the RPTO meeting or as set by the Rogers Public School District Office, PACT meetings meet every other month (September, November, January, March and May).

All member PTOs are required to have their President and/or representative in attendance for a minimum of 4 RPTO meetings each school year so that the member school would be eligible for insurance the following year.

Method:

Generally, meetings will be conducted informally. However, when necessary, Robert's Rules of Order Newly Revised (RONR) shall govern the meetings except as those rules might be affected by these bylaws.

Quorum:

Board meetings

The minimum number of board members present must be two-thirds in order for a meeting to be valid.

Membership and Committee meetings

A quorum shall consist of the members that are present at any announced meeting of the membership.

Voting:

A simple majority of the quorum shall be required to pass any motion, resolution, amendment or action. Members may not vote by proxy.

Exception – Section 8: Removal of Officers

Article 11: Indemnity

Directors and Officers Indemnification:

Every person who was or is a party or is threatened to be made a party to, or is involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a director or officer of the Corporation or, is or was serving at the request of the Corporation as a director or officer of another corporation, or as its enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in Arkansas law, against all expenses, liabilities, and losses (included attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such director or officer may have or hereafter acquire and, without limiting the generality of such statement, he shall be entitled to his rights of indemnification under any agreement, provision of law, or otherwise, as well as his right under this paragraph. The board of directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have power to indemnify such person.

Advancement of Expenses:

Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that she/he is, or was, a director or officer of the Corporation (or was serving at the Corporation's request as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise) shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by, or on behalf of, such person to repay such amount if it shall ultimately be determined that she/he is not entitled to be indemnified by the Corporation as authorized by relevant provision of Arkansas law.

Article 12: Amendments

Bylaw changes may be requested by any RPTO member through written submission to the RPTO executive board for RPTO member consideration.

Bylaws may be adopted or amended by majority vote at any scheduled meeting of the RPTO membership provided that notice of the proposed amendment shall have been given at least 30 days prior to the meeting at which the amendment is voted upon.

Any member PTOs will not conduct bingo or raffles as a fundraiser.

Article 13: Insurance

The RPTO and member PTOs shall maintain insurance coverage to mitigate risk.

This coverage shall be managed by the RPTO for the benefit of the RPTO membership. The cost of the minimum required type of coverage shall be prorated amongst the member PTOs.

Article 14: Supersede

Upon adoption, these bylaws shall supersede any other bylaws governing the activities of the Rogers Parent Teacher Organization, Inc. or its member Parent Teacher Organizations.

CERTIFICATION OF ADOPTION

The foregoing bylaws of the Corporation have been duly adopted this 7th day of January , 2015 , by action of the board of directors of the Corporation pursuant to the laws of this state. A majority vote of a quorum of the RPTO Membership, as outlined in Article 5 and Article 10 above, was held on this day to approve these bylaws.

IN TESTIMONY THEREOF, witness the hand of the undersigned Executive Board of the Corporation on such date.

President

 Kelly Miller
(Print Name)

Vice President

 Melanie Botts
(Print Name)

Co-Treasurer

 Deborah Robbins
(Print Name)

Co-Treasurer

 Amy Tennison
(Print Name)

Secretary

 Trina Davis
(Print Name)