

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

Revision Date: 4/3/19

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.

Member Units:

Rogers Parent Teacher Organization Inc., Executive Board and member units include the following as listed below. These organizations are the only groups who may use the Federal Tax ID number 46-0493023 at local bank chosen by RPTO units for sole purposes of conducting RPTO business.

Rogers Parent Teacher Organization, Inc. (Executive Board)

Eastside Elementary School PTO

Birch Kirksey Middle School PTO

Garfield Elementary School PTO

Elmwood Middle School PTO

Grace Hill Elementary School PTO

Greer Lingle Middle School PTO

Grimes Elementary School PTO

Oakdale Middle School PTO

Jones Elementary School PTO

Rogers High School PTO

Westside Elementary School PTO

Rogers Heritage High School PTO

Janie Darr Elementary School PTO

Joe Mathias Elementary School PTO

Crossroads Learning Center PTO

Old Wire Elementary School PTO

Reagan Elementary School PTO

Frank Tillery Elementary School PTO

Rogers Heritage High School Project Graduation PTO

Elza R. Tucker Elementary School PTO

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.

Article 15: Whistle Blower Policy

This policy is intended to encourage Board members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical, or inappropriate events (behaviors or practices) without retribution.

1. The Whistleblower should promptly report the suspected or actual event to his/her supervisor.
2. If the Whistleblower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistleblower could report the event to the next highest or another level of management, including the appropriate Board committee or member.
3. The Whistleblower can report the event with his/her identity or anonymously.
4. The Whistleblower shall receive no retaliation or retribution for a report that was provided in good faith that was not done primarily with malice to damage another or the organization.
5. A Whistleblower who makes a report that is not done in good faith is subject to discipline, including termination of the Board or employee relationship, or other legal means to protect the reputation of the organization and members of its Board and staff.
6. Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to discipline, including termination of Board or employee status.
7. Crimes against person or property, such as assault, rape, burglary, etc., should immediately be reported to local law enforcement personnel.
8. Supervisors, managers, and/or Board members who receive the reports must promptly act to investigate and/or resolve the issue.
9. The Whistleblower shall receive a report within five business days of the initial report, regarding the investigation, disposition, or resolution of the issue
10. If the investigation of a report, that was done in good faith and investigated by internal personnel, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.
11. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case, members of the organization are subject to subpoena.

Article 16: Procedures for Dissolution of Rogers Parent Teacher Organization Inc. Member PTO : Steps to Voluntarily End Affiliation with RPTO

If a Member PTO of RPTO, Inc. wishes to dissolve and become a PTA , the RPTO, Inc. Executive Board must be notified in writing first regarding their desire to dissolve the Member PTO.

Notification to the RPTO must include the following

1. Minutes and attendance records of any meeting(s) when dissolution of Member PTO was discussed.
2. A list of current school year's PTO membership for Member PTO.
3. A copy of the resolution recommending Dissolution of the Member PTO sent to PTO members.
4. A copy of the public announcement notice to PTO Membership announcing the Dissolution of the Member PTO and the method in which it will be delivered.
5. Dates of the two evening Public Meetings scheduled to discuss and then vote on Dissolution of the Member PTO.

The following steps must then be followed before the PTO can be dissolved:

1. Schedule a Public Meeting to discuss the topic of Dissolution of a PTO.
2. The Member PTO Board will send a Public Announcement Notice to all current PTO membership. The Public Announcement Notice must include a copy of the Resolution recommending the Dissolution of the Member PTO and the date of the Public Meetings to be held to discuss dissolution.
3. The first Public Meeting must follow the guidelines below:
 - a. A representative from the RPTO, Inc. Executive Board and a representative from PTA must be present at this meeting to answer any questions that the PTO membership has about the transition. Discussion will be carried out for a sufficient time frame so that all questions and concerns can be addressed.
 - b. At least 2/3 of the Member PTO membership in good standing must be in attendance at this Public Meeting. If there is not enough members present, the meeting must be rescheduled. Records provided by the Member PTO will be used to have PTO membership sign in upon arrival to access if 2/3 of the PTO membership is in attendance. The meeting attendance records of the Public Meeting will be recorded and included with the minutes from the meeting
 - c. A Motion to Dissolve the PTO must be drafted at this Public Meeting and then sent, in writing, to all PTO members at the school along with the date of the second Public Meeting. The second Public Meeting will be scheduled for not less than 30 days from the date of the first Public Meeting.
 - d. Minutes, attendance roster and Motion for the Dissolution of a Member PTO must be sent to RPTO, Inc. Executive Board. All minutes must be posted on the Rogers Public School under the Member PTO Supporters page for as a public announcement.
 - a. At least thirty days after the first Public Meeting, another Public Meeting must be held for any further discussion or questions, and a vote may be taken at that time.
4. The Second Public Meeting must meet the following the guidelines below:
 - a. A representative from the RPTO, Inc. Executive Board must be in attendance.
 - b. A quorum must be present for a vote to occur. A quorum as defined for the Dissolution of a Member PTO is 2/3 of the membership, which means that 2/3 of the PTO membership, must be present for a vote to occur.
 - c. The Motion for the Dissolution of the Member PTO must pass by a 2/3 majority of members present. Results of the vote must be recorded in the minutes, including number of votes for and against the motion. If the Motion does not pass, more discussion may follow, the Motion may be tabled, or the Motion may be vetoed. If another vote will be held at a later date, all the steps above must be followed
 - d. If the Motion passes, the now former Member Body PTO Board must be ready to hand to the RPTO, Inc. Executive Board representative at the meeting the following items from the Member PTO: checkbook ledger, checks, financial records, files and meeting minutes for an audit to be performed

on the Member PTO. Member Unit PTO officers will at that time will no longer have access to Member PTO bank account, as they will no longer be officers or representatives of RPTO.

5. After the second Public Meeting, the following paperwork must be completed by the Member PTO :
 - a. The minutes and attendance roster from the meeting must be sent to the RPTO, Inc. Executive Board, by the Secretary of the former PTO Board. They must be signed and dated by the former Secretary.
 - b. New PTA acquires an EIN number and establishes a new PTA bank account.
 - c. Documentation from PTA of Arkansas confirming the former Member PTO has established a PTA member unit.
6. Upon the Dissolution of the Member PTO , RPTO Officers will take the following action:
 - a. Liability Insurance for the Member PTO will be cancelled.
 - b. The former Member PTO agrees to forward all mail received for the former Member Unit PTO to the RPTO
Ex Board should any be received.
 - d. Audit of the Member PTO will be completed with cooperation from the former member PTO Treasurer and Board. All fees associated with the audit will be paid by the Member Unit. Audit will be given to the accountant for review and processing.
 - e. After the former Member PTO/ new PTA has completed all items listed in (Sec 5: a-c) The RPTO, Inc. Ex Board will make a recommendation to its Member Body to dissolve the Member PTO and release any funds back to the new PTA at its next regular meeting.
 - f. Upon releasing of any remaining funds of the former Member PTO funds, the bank account will be closed by the RPTO Treasurer(s).

Article 17: Procedures for Dissolution of Project Graduation PTO: Steps to voluntarily end affiliation with RPTO, Inc and become an independent 501©3 non-profit entity.

If a member Project Graduation PTO board wishes to dissolve and become an independent 501©3 non-profit, the following steps must be followed.

1. The Member PTO must tell RPTO when they are beginning the application process of obtaining non-profit status.
2. The Member PTO must present in writing an intent to dissolve 45 days in advance, after non-profit status is achieved. This will include:
 - a. Minutes and attendance record from meetings discussing dissolution
 - b. Current list of all inventory (ex: roulette wheels, popcorn machines, furniture) purchased with funds earned while under RPTO, Current list of all contracts (storage units, bank accounts, PO Box, etc) entered into while under RPTO, Current list of any digital service related to banking (PayPal, Square, etc), and documentation for all outstanding and/or expected grants and donations.
3. The Dissolution Meeting must follow the guidelines below:
 - a. A representative from the RPTO, Inc Executive Board must be present
 - b. A written attendance roster of the meeting shall be taken (sign in sheet) and recorded by the Secretary of the Member PTO along with the minutes of the meeting.

- c. At least 51%, a majority, of the Member PTO board members, committee chairs, and primary volunteers must attend the Dissolution Meeting in order to hold a vote to dissolve the PTO.
 - d. If there are enough people in attendance to hold a vote, a Motion to Dissolve the Member PTO will be voiced and seconded, and a vote taken. Each meeting attendee will have one vote.
 - e. The Motion to Dissolve the Member PTO must pass by a 2/3 majority, and the vote should be conducted via written ballot making it easier to process and offer privacy. The Member PTO Secretary, in the presence of the RPTO, Inc representative and one other witness, will tally the votes. The results of the vote will be announced and recorded in the minutes, including number of verified votes for and against the motion. If the Motion does not pass, another meeting may be scheduled with more discussion following the steps above, with the date of the new meeting sent to the RPTO, Inc. executive board.
4. If the Motion to Dissolve passes, the now former Member Body PTO board must be ready to give the RPTO, Inc. Executive Board representative the checkbook, all financial records, files, and previous meeting minutes needed for an audit, as they will no longer be officers or representatives of RPTO, Inc. After the Dissolution Meeting, the following paperwork must be completed:
- a. The minutes and attendance roster from the Dissolution Meeting(s) must be sent to the RPTO, Inc. Executive Board by the Secretary of the former PTO Board. They must be signed and dated by the former Secretary. Along with this, documentation confirming that the former Member PTO has established themselves as a 501©3 non-profit (Letter of Determination) must be sent to the RPTO, Inc Executive Board.
 - b. Liability Insurance will be cancelled and an audit, with the cooperation from the former Member PTO Treasurer and Board, will be executed by the accountant used by RPTO, Inc.
 - c. Enough funds to cover any known outstanding Member PTO debt plus an additional \$250 that will be used to cover any additional accounting fees, storage fees, and/or unforeseen debt incurred by the Member PTO, must be left in the Member PTO bank account at the time of dissolution.
 - d. Once the new 501©3 non-profit has acquired an EIN number, the audit is complete, audit fees are paid, and there are no outstanding debts, the RPTO, Inc. Board will make a recommendation to its Member Body, at its next regular meeting, to dissolve the Member PTO and release any funds/property back to the new 501©3 non-profit. The RPTO Member Body will vote and the new 501©3 non-profit will be notified in writing within 30 days of the outcome of the vote, and a check will be written to release available funds.
 - e. Upon the release of any remaining funds to the former Member PTO, the bank account will be closed by the RPTO Treasurer(s).
 - f. The new 501©3 non-profit will forward all mail addressed to the former Member PTO to the RPTO Executive Board, if any is received.

CERTIFICATION OF ADOPTION

The foregoing bylaws of the Corporation have been duly adopted this 3rd day of April, 2019 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

(Print Name)

Vice President

(Print Name)

Co-Treasurer

(Print Name)

Co-Treasurer

(Print Name)

Secretary

(Print Name)