RITENOUR
SCHOOL FOR EARLY
CHILDHOOD EDUCATION

PTO BYLAWS

Adopted in 2016

Article I – Name

The name of the organization shall be the Ritenour School for Early Childhood Education Parent-Teacher Organization. The school shall hereinafter be referred to as RSEC and the organization as RSEC PTO or PTO.

Article II – Purpose and Philosophy

The body is organized for the purpose of supporting the education of children at RSEC by fostering relationships among the school, parents, and teachers.

Section 1. The philosophy of the PTO is to include as many families as possible in the decision-making process and to encourage open discussion at all PTO meetings. The purpose is to enhance the educational and community experience at RSEC by supporting activities that will benefit the majority of the student body.

Section 2. In administering its programs and activities, the PTO shall not discriminate on the basis of race, ethnicity, gender, religion or sexual orientation.

Section 3. No substantial part of the activities of the PTO shall be the carrying on of propaganda or otherwise attempting to influence legislation. The PTO shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article III – Members

Section 1. Any parent, guardian, administration or staff member employed at RSEC, or other adult in loco parentis for a student at the school may be a member and shall have voting rights.

Section 2. There are no dues for membership.

Section 3. A copy of the RSEC PTO Bylaws shall be posted in a conspicuous place, within the school, as a reference to the general membership. It shall also be available for viewing in the school website. Members shall be presented a copy of the RSEC PTO Bylaws upon request or when deemed necessary by the Executive Board.

Article IV – Executive Board

Section 1. Membership. The board shall be composed of a president, vice president, and secretary. They shall be a parent, guardian, or other adult in loco parentis for a student enrolled at RSEC. The treasurer shall be an employed RSEC staff member appointed by the principal.

a) President. The president shall preside at all meetings of the PTO. S/he shall be a member, ex-officio, of all committees. The President's duties include the following: serving as the primary contact for the principal; setting the agenda for each meeting of the PTO; in cooperation with the other board members, developing goals, a projected budget and a plan of action for the following year; presenting to, and discussing with, the PTO members these goals and projected budget at the first meeting of the school year; facilitating a vote on the proposed goals and budget at the first meeting of the school year; attending or delegating another PTO board member to attend meetings outside of the school premises, such as the Superintendent meeting or school district meeting. In addition, the president is responsible for providing to, and discussing with, each new PTO board member a complete copy of the RSEC PTO bylaws. The president shall surrender all records relevant to RSEC PTO business, electronically or in hard copy, to the incoming president on June 1 of the year s/he steps down from the executive board.

b) Vice President. The vice president shall assist the president and shall perform the duties of the latter, in her or his absence. In the event of co-vice presidents, the responsibilities shall be divided equally. The vice

president is responsible for coordinating the parent volunteers and assisting with fundraising events. The vice president shall surrender all records relevant to RSEC PTO business, electronically or in hard copy, to the incoming vice president on June 1 of the year s/he steps down from the executive board.

c) Secretary/Co-Secretaries. The secretary/co-secretaries shall keep an accurate record of all meetings of the organization and the executive board; take and record minutes; prepare copies of meeting agenda; send notices of meetings to the membership. The secretary/co-secretaries will maintain the RSEC PTO bulletin board and chair all approved social media platforms. S/he will also keep a compilation of minutes in accordance to the RSEC PTO calendar, bylaws, rules, membership list, and any other necessary supplies, and will bring them to meetings. In the event of co-secretaries, the responsibilities shall be divided equally. The secretary/co-secretaries shall surrender the minutes and all records relevant to RSEC PTO business to the incoming secretary, either electronically or in hard copy on June 1 of the year s/he steps down from the executive board.

d) Treasurer. For purposes of consistency and confidentiality, the school principal will appoint an RSEC administrative officer as PTO 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 president. He or she will present a financial statement when requested by the president, and make a full report at the end of the year.

Section 2. Nominations and Elections. The president and treasurer shall be appointed by the school principal. If applicable, members shall elect the vice president and secretary in May, at the last PTO meeting of the school year. The nominating committee, composed of the principal, outgoing president, and an RSEC staff representative shall select a candidate for each office and present the slate at a regular meeting held in April prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken. The principal, at her/his discretion, may forego an election and appoint any or all incumbent executive board members should their children be enrolled at RSEC the following school year.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. Duties. The executive board shall transact business between meetings in preparation for the general meeting. With the exception of the treasurer, the board shall be allowed to create standing rules and policies, create standing and temporary committees, prepare the PTO calendar of events in accordance to the RSEC and district calendar, prepare reports and recommendations to the membership, and prepare and submit a budget to the membership. Routine bills shall be approved by the president.

Section 5. Meetings. Board meetings shall be determined and scheduled by the members accordingly. Special meetings may be called by any two board members, with a 24-hour notice.

Section 6. Quorum. Half the number of board members plus one constitutes a quorum.

Section 7. Terms of Office. Executive board members are elected for one year and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time. Incumbent board members are permitted to serve a third year if re-elected by the membership of the PTO and if they shall have a child enrolled at RSEC. All board members and event committee chairs shall assume their official duties on July 1 and end on June 1 of the next year. The month of June will serve as a transition period during which outgoing board members work together with incoming board members.

Section 8. 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 9. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be on the last Tuesday of each month during the school year at 6:30 p.m. at the RSEC activity room. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing the new executive board if possible, and conducting other business that should arise. The secretary will notify the members of the meetings in a flyer sent home with the students and email at least one week prior to the meeting.

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 the members at least 10 days prior to the meeting by flyer, email and/or phone calls.

Section 3. Quorum. The quorum shall be 10 members of the organization.

Article VI – Finances

Section 1. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 2. The president shall approve all expenses of the organization. The president will consult with the principal on budget allotment for school staff appreciation luncheon and tokens, and other single-item purchase for the benefit of the school worth over $100.

Section 3. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the president and principal.

Section 4. 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 5. The fiscal year shall coordinate with the school year. If state law requires, records will be made available to the organization members. The nonprofit tax-exempt organization's IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years can also be available for member review when requested.

Article VII – Parliamentary Authority

A summary of guidelines of Robert's Rules of Order* may be used to govern meetings should a discussion or debate regarding the agenda arise during the assembly.

Article VIII – Standing Rules

Section 1. Online Representation. Any official representation of the RSEC PTO created in or through the worldwide web is the sole property of the organization. As such the entire membership, including the governing body and school principal, shall refrain from using any member's personal information such as name or likeness to create a PTO online account unless approved by the principal. This includes email, fundraiser and other accounts related to

RSEC and student activities, and social media platforms. The entire membership, including the governing body and principal, shall not use any PTO email, social media and any other online accounts for personal use or gain.

Section 2. Online Passwords. The outgoing president with access to any PTO account that requires a password shall turn over passwords or access codes to the incoming president by June 1. The new president has the right to modify any PTO account password or access code at any time during his/her tenure.

Article IX – Dissolution

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

Article X – 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.

- 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.
- 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 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:

a. Has received a copy of the conflict of interest policy;
b. Has read and understood the policy;
c. Has agreed to comply with the policy; and
d. 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 organization'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 organization 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.

ARTICLE XI- Liability of Executive Board

Section 1 -- Limitation on Liability: The private property of the directors, officers and members of the organization shall not, as such, be liable for the obligations of the organization. No director or officer shall be personally liable to the RSEC PTO or its members for monetary damages for breach of fiduciary duty as director or officer notwithstanding any provision of law imposing such liability, provided however, that the liability of a director or officer to the extent that such liability is imposed by applicable law, shall not be eliminated (a) for any breach of the director's or officers' duty of loyalty to the RSEC PTO or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (c) for any transaction from which the director or officer derived an improper personal benefit. The members, the directors and the officers of the RSEC PTO shall not be personally liable for any debt, liability or obligation of the RSEC PTO. All persons or entities contracting with or having any claim against the RSEC PTO may look only to the funds and property of the RSEC PTO for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the RSEC PTO.

Section 2 -- Indemnification: The RSEC PTO shall, to the extent legally permissible and only to the extent that the status of the RSEC PTO as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been, a member, officer or director or the RSEC PTO (hereinafter referred to as "Person") against all liabilities and expenses (including judgments, fine, penalties and attorney's fee and all amounts paid, other than to the RSEC PTO, in compromise or settlement) imposed upon or incurred by such person in connection with or arising out of, the defense of disposition of any action, suite or other proceeding, whether civil or criminal, in which (s)he may be a defendant or with which (s)he may be threatened or otherwise involved, directly or indirectly, by reason of his/her being of having been such a Person. The RSEC PTO shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such actions, suite or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of RSEC PTO. The RSEC PTO shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interest of the RSEC PTO, after notice that indemnification is involved, by (a) a disinterested majority of the Executive Board, or (b) if there are not disinterested board members, by a majority of the disinterested members, or (c) if there are no disinterested directors and no disinterested member, by independent legal counsel representing the RSEC PTO and appointed by a majority of the executive board then in office. The right of indemnification provided in this Article X, Section 2, shall not be exclusive of or affect any other rights to which any member, director or officer may be entitled under any agreement, statue or otherwise.

Article XII – Amendments

Amendments to the bylaws may be proposed by any PTO member and 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.

CERTIFICATION

I, President of Ritenour School for Early Childhood Education Center PTO, certify that the above is a correct and complete statement of the Bylaws of the Ritenour School for Early Childhood Education Center PTO as of this date.

Signed:

_____ _____

Printed Name and Signature of RSEC PTO President Date

Witnessed by:

_____ _____

Printed Name and Signature of RSEC Principal Date

* ROBERT'S RULES OF ORDER (RROR)

For Fair and Orderly Meetings & Conventions

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership—the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate—to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

Guidelines (Summary Version)

- Obtain the floor by being the first to stand when the person speaking has finished. Address the Chair as Mr. or Madam Chairperson. Raising your hand means nothing, and standing while another has the floor is out of order. You must be recognized by the Chair before speaking.
- Debate cannot begin until the Chair has stated the motion or resolution and asked, "Are you ready for the question?" If no one rises, the chair calls for the vote.
- Before the motion is stated by the Chair members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair. Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor.
- No member can speak twice on the same issue until everyone else wishing to be heard has spoken.
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment.
- The agenda and all committee reports are merely recommendations. When presented to the assembly and the question is stated, debate begins and changes occur.

RROR Glossary of Terms

- *Point of Privilege:* Pertains to noise, personal comfort, et cetera—may interrupt only if necessary.
- *Parliamentary Inquiry:* Inquire as to the correct motion—to accomplish a desired result, or raise a point of order
- *Point of Information:* Generally applies to information desired from the speaker: "I should like to ask (the speaker) a question."
- *Orders of the Day (Agenda):* A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- *Point of Order:* Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- *Main Motion:* Brings new business (the next item on the agenda) before the assembly
- *Divide the Question:* Divides a motion into two or more separate motions (must be able to stand on their own)
- *Consider by Paragraph:* Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
- *Amend:* Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions

- *Withdraw/Modify Motion:* Applies only after question is stated; mover can accept an amendment without obtaining the floor
- *Commit /Refer/Recommit to Committee:* State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- *Extend Debate:* Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- *Limit Debate:* Closing debate at a certain time, or limiting to a certain period of time
- *Postpone to a Certain Time:* State the time the motion or agenda item will be resumed
- *Object to Consideration:* Objection must be stated before discussion or another motion is stated
- *Lay on the Table:* Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- *Take from the Table:* Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- *Reconsider:* Can be made only by one on the prevailing side who has changed position or view
- *Postpone Indefinitely:* Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- *Previous Question:* Closes debate if successful - may be moved to *"Close Debate"* if preferred
- *Informal Consideration:* Move that the assembly go into *"Committee of the Whole"* - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- *Appeal Decision of the Chair:* Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- *Suspend the Rules:* Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified