

**THE BYLAWS OF BYROM ELEMENTARY
PARENT SCHOOL ORGANIZATION (P.S.O.) FOUNDATION
REVISED Feb 1st 2023**

ARTICLE I

NAME; BUSINESS; ASSETS UPON DISSOLUTION

1. The name of the nonprofit corporation (the "Corporation") shall be the Byrom Elementary Parent School Organization (P.S.O.) Foundation.
2. The Corporation shall conduct its business consistent with the purposes set forth in its Articles of Incorporation and in accordance with the Oregon Nonprofit Corporation Act.
3. Upon dissolution of the corporation, the assets of the corporation shall be distributed in the manner set forth in the Articles of Incorporation.

ARTICLE II

PURPOSES OF THE CORPORATION

It is the purpose and the intent of the Corporation to promote activities, conferences, committees, projects, and/or fundraisers, contributions of funds, in-kind assistance and volunteer time that shall primarily consist of, but not be limited to:

1. Providing enhancements for the learning environment of Byrom Elementary School and promoting the welfare of Byrom Elementary School children in home, school, and community.
2. Supplying parental and community aid to the school and to aid in projects and public information as it relates to Byrom Elementary School and its related or auxiliary programs.
3. Developing and maintaining a close relationship between the home, school, and community.

ARTICLE III
POLICIES OF THE ORGANIZATION

1. The programs of the Corporation shall be education, fundraising, committees and projects.
2. The name of the Corporation and the names of its officers in their official capacities shall not be used in connection with any commercial concern or with any partisan interest, or for any purpose other than as stated in ARTICLE II of this document.
3. The organization shall be a vehicle for presenting feedback regarding administrative activities of the school without seeking control of the school's policies.
4. The Corporation may cooperate with other agencies and organizations active in child welfare such as conference groups and coordination councils provided that no commitments shall bind the Corporation beyond the current year.
5. No substantial part of the activities of the Corporation will include electioneering in connection with ballot measures, and under no circumstances shall the Corporation engage in political activity either for or against any candidate for public office.
6. The Corporation will allow for children to attend meetings in a designated location with parent supervision.
7. Income - Any income derived by the corporation shall be used solely for the benefit of Byrom Elementary School and auxiliary programs with the approval of the Principal and of the Corporation's Executive Committee and in accordance with the annual budget as adopted by the general membership and in accordance with the bylaws as adopted.

ARTICLE IV
MEMBERSHIP

1. Membership in the Corporation shall be open to all parents, guardians, or family members (hereinafter "parents") of students who are in active enrollment at Byrom Elementary School.

2. The membership year shall be from July 1 through June 30.
3. All parents at Byrom Elementary School shall be notified that they are members of the P.S.O. at the beginning of each school year through the P.S.O. volunteer packet.

ARTICLE V

MEETINGS

1. The annual meeting of the general membership shall be held during May for the purpose of electing officers and transacting such other business as may be brought before the meeting.
2. General membership meetings shall be held monthly and consistently on the same day and week at Byrom Elementary School and shall be conducted under the direction of the President pursuant to the rules of parliamentary procedure (see Appendix A). A meeting time is to be determined at the annual meeting of the Board of Directors.
3. The Board of Directors may appoint a Sergeant of Arms to oversee the general membership meetings.
4. Members may submit topics for discussion at general membership meetings provided that these topics have been reviewed by the Board of Directors and added to the agenda (See Appendix A).
5. Notes.
 - a. Notice of each general membership meeting will be posted at Byrom Elementary School at least three (3) days in advance of the meeting. Further notice will be in the P.S.O. Newsletter and on the PSO website.
 - b. Notice shall include the place, date and time of the meeting.
 - c. Presence at or participation in any meeting shall be deemed a waiver of the notice provisions specified by this subsection (a), unless a Director's presence is for the purpose of objecting to holding the meeting, this objection is expressed promptly upon the Director's arrival, and the Director does not thereafter vote for or assent to action taken at the meeting.

- d. Agenda items regarding additional expenditures of \$500.00 or more above the budgeted amounts must be discussed in a general membership meeting and then tabled until next the meeting to be voted on.

ARTICLE VI

VOTING

1. All business requiring a vote shall be approved by a simple majority of members present.
2. Any member may introduce motions, initiate and participate in discussion, and vote at general membership meetings (See Appendix A).
3. Each family (consisting of one or more active students) has not more than two votes. A member must be present at a general membership meeting when a vote is called in order to cast a vote. Members present at such meeting shall constitute a quorum. Each member will have only one vote. Attendance to the meeting can be done in person or via electronic meeting if the option is available.

ARTICLE VII

BOARD OF DIRECTORS

1. Business and Affairs - The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.
2. Qualifications/Term - The Board of Directors of the Corporation shall consist of the elected officers which includes the Executive Committee, the Volunteer Coordinator(s) and Communications Coordinator, plus the Principle. The directors shall serve for a period of one (1) year from July 1 through June 30, or until they resign or are unable to serve.
3. Duties - The duties of the Board of Directors shall be to transact necessary business in the intervals between general membership meetings and business referred to it by the Corporation;
 - a. to create Standing and Special Committees;
 - b. to request and obtain reports from committee chairpersons in order to approve the plans of working committees;

- c. to assemble requests for payment of invoices, expenditures and statements for the membership to approve;
 - d. to present a report at the regular general membership meetings;
 - e. to review and propose an annual budget to be presented at the June membership meeting for the following school year;
 - f. to engage in any other business as required under the Oregon Nonprofit Corporation Act.
 - g. to hold themselves to the highest standard of professionalism
4. Quorum - A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the event that co-officers are elected, each person elected shall count as an individual when defining a quorum.
5. Manner of Acting - The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
6. Removal - A Board of Directors member will be given the option to resign or, may be removed for cause by a 2/3-majority vote at a Board of Directors meeting.
7. Meetings: An annual meeting of the Board of Directors shall be held by August 31st (see Appendix B)
- a. A Meeting shall be held each year during the month of June between the acting Board of Directors and the newly elected officers to gather and exchange information.
 - b. The Board of Directors shall hold monthly meetings during the week prior to the general membership meetings. Members are invited to attend, but will not have a vote.
 - c. Special meetings of the Board of Directors may be called for any purpose or purposes, at any time by the President or any two (2) Directors.
 - d. Any Board of Directors member who cannot attend a meeting shall notify other Board members as soon as possible so that business can be conducted as needed. Any Board member who misses any three successive board and/or general membership meetings without cause may be subject to removal.

ARTICLE VIII
OFFICERS DUTIES, ELECTIONS & VOTING

1. Officers: The officers of the Corporation shall comprise the Executive Committee, Volunteer Coordinator, Communications Coordinator, and Principle. The Executive Committee of the Corporation shall be the President, Vice President 1, Vice President 2 , Secretary, Bookkeeping Treasurer, Auditing Treasurer (and any "co-"officers of these positions). The officers, shall be elected by the membership except for the Principal (or Faculty Representative). It is suggested that two individuals share positions whenever possible as "co-" officers in order to add strength and stability to the Corporation.
 - a. President shall conduct the business of the Corporation by presiding over all general membership, Executive Committee, and Board of Directors meetings, coordinating the work of the officers and Standing and Special Committees. President will bring an agenda for each meeting as stated above. President shall have the authority to sign checks. President will attend district meetings for P.S.O. officers, or make an attempt to obtain any information distributed at such meetings. President (or Executive Committee Representative) is encouraged to attend Byrom Elementary Site Council meetings to strengthen the link between the P.S.O. and the Site Council. The President shall oversee the distribution of the newsletter.
 - b. Co-Vice Presidents shall support and assist the President at all general membership meetings, assist in coordinating the work of the officers and committees and shall perform other duties as the President may direct. The Vice President(s) shall have the authority to sign checks. Vice President(s) will conduct ongoing research and make recommendations to the board regarding existing and potential fundraising activities. Vice President will be responsible for scheduling programs (speakers) for general membership meetings, with the approval of the Board of Directors. Vice Presidents are responsible for managing and acting as liaison for all committee chairs.
 - c. Secretary shall serve as recorder for the minutes of general membership, Executive Committee and Board of Directors meetings, conduct the written correspondence, maintain the official copy of the Bylaws, give proper notices as may be required and keep available for inspection copies of the records required by the Oregon Nonprofit Corporation Act. Secretary shall bring all current year's minutes and a copy of the Bylaws to each meeting. Secretary shall supply copies of the bylaws to each

chairperson and each member of the Board of Directors. The Secretary shall provide a copy of the minutes of each meeting to the members of the Board of Directors. Within seven days of approval at the general membership meetings, the Secretary will email the Communications Coordinator and the Board the meeting minutes.

- d. Bookkeeping Treasurer shall be responsible for all moneys of the Corporation and keep an accurate record of receipts and disbursements. Treasurer shall pay out funds of the Corporation only as authorized by the Board of Directors or a vote of the general membership. The Treasurer shall submit an accounting of the financial affairs of the Corporation at each general membership meeting. Any member may, upon reasonable request; review the financial records at all reasonable times, in the presence of the Treasurer. Treasurer, with the assistance of the President, will provide the Board of Directors with whatever information is necessary to carry out the annual budgeting process. Treasurer shall provide information about the previous year's event expenditures to each chairperson as a guideline for his or her working budgets. The bookkeeping treasurer will bring the monthly bank reconciliation to the monthly board meeting to be reviewed by the PSO President or Vice President(s). The Bookkeeping Treasurer will ensure the annual taxes are completed and submitted before November 15^t and signed by the President.
- e. Auditing Treasurer shall be responsible for monthly audits of all the accounts of the Corporation using the information provided by the Bookkeeping Treasurer. The Auditing Treasurer accompanied by an Executive Committee member, shall be authorized to open an account in the name of the Corporation and deposit funds therein provided that this is approved by the general membership. The Auditing Treasurer will be responsible for making deposits in the account and reporting on all deposits and will filling for the Bookkeeping Treasurer at PSO Board and General Meetings when called upon. The Auditing Treasurer will not be a signer on the bank accounts.
- f. Volunteer Coordinator(s) shall be responsible for informing prospective volunteers about the school's guidelines, as well as making sure all volunteers complete and follow all TTSD policies and background check protocols. Volunteer coordinator(s) works with the principal, the teachers, the volunteers, and the school district's volunteer coordinator. They shall

attend volunteer workshops or training sessions and all monthly PSO Board meetings. Volunteer coordinator(s) will keep volunteer files current and in order. They will supervise and evaluate the ongoing volunteer program by helping each volunteer become familiar with the school policies, people, programs, and the building itself.

- g. Communications Coordinator shall be responsible to determine, with Board approval, the most appropriate methods and frequency of communicating with members. The Communications coordinator will manage communications and marketing for the PTO, including but not limited to: PTO newsletters, Email broadcasts, Website, Social media and Bulletin boards
- h. Principal shall assist the Board of Directors in the decision-making process by providing background information, historical perspective, and be a liaison for information related to school and district policies.

2. Elections

- a. Any member may hold an Executive Committee position with the exception of the role of President. A Member must complete a minimum of one year on the Executive Committee prior to holding the office of President. This holds true as long as there is a sitting president. If no member is able to fill the role of President, a member may fill that role without previous experience.
- b. Officers may serve for a term of one year from July 1st through June 30th.
- c. No officer shall serve more than two consecutive years in the same office. Unless a majority of the Board of Directors, during the course of a board meeting at which a quorum is present, votes to let an officer run against an appointment or appoints that Board Member to an additional year if they would be running unopposed. No person shall serve more than 4 consecutive years.
- d. Nominations for the Executive Committee shall be submitted to the President and be announced at the March general membership meeting or in a school-wide bulletin. Any member may submit nominations. Nominations shall also be accepted from the floor at the general membership meeting in April.

- e. Elections of officers will take place at the May general membership meeting by a simple majority vote of all members present and voting. If two or more members are nominated and run for the same office, and there is no majority vote for any of these members then there shall be a runoff election at a later meeting to be called by the Board of Directors.
3. Duties of the Executive Committee
- a. The Principal or President shall review all information and flyers sent home with Byrom Elementary students pertaining to the P.S.O.
 - b. Create calendar and budget for the year
 - c. Hold a volunteer appreciation event to show appreciation for all volunteers at the end of the year
4. Vacancies - A vacancy occurring in an office shall be filled by appointment by the President with the approval of the Board of Directors to serve until the next general membership meeting at which a successor may be elected. In case a vacancy occurs in the office of President, a Vice President shall fill out the remaining term of office and a new Vice President shall be appointed by the Board of Directors or Executive Committee to serve until the next membership meeting at which a successor may be elected. Vacancies occurring in the offices of the Corporation shall be filled by the co-officer or the co-chair whenever possible.
5. Removal - An officer, committee chairperson, or committee member may be removed for cause by a 2/3-majority vote at a Board membership meeting.

ARTICLE IX

COMMITTEES

1. Defined
- a. Standing Committees shall be created or dissolved by the President and the Board of Directors as necessary. The Board of Directors shall approve standing Committee Chairpersons and their term shall extend from the time of appointment to June 30th.
 - b. Select Committees may be created at the direction of the Board of Directors, the President, or the membership at a general business meeting to satisfy a specific short-term objective.
 - c. Standing and Select Committee Chairpersons are not members of the Board of Directors.

2. Duties of the Committee Chairperson:
 - a. To prepare details of planned activities and provide anticipated costs at regularly scheduled Board of Director meetings for discussion and approval by the Board.
 - b. Are responsible for identifying and organizing all volunteers needed for their activities, with the help of the Volunteer Coordinator.
 - c. To communicate budget amounts and oversee volunteer expenditures pertaining to their activities or event.
 - d. Shall attend general membership meetings to report on committee progress and encourage member participation in Corporation-sponsored activities.
 - e. Pass on all information regarding their committee work in a notebook provided by the P.S.O. to the following year's Board of Directors.
 - f. To provide the Board of Directors with a budget amount recommendation for the following year.
 - g. Committee Chairpersons are responsible to get approval from the Executive Committee and the Principal for all communication (i.e., flyers, notices) regarding P.S.O. activities.
 - h. The Committee Chairperson will ensure the planned activity is executed according to agreed plan and be present throughout event.

ARTICLE X

FINANCES

1. Contracts: Must be reviewed by the President, Vice President but signed by the District
2. Budget: All commitments for necessary operating expenses must be reviewed by the Board of Directors in April and voted on in May and recommended to the general membership for approval.
3. Approval:
 - a. The Corporation shall qualify and operate as a tax-exempt organization for federal and state income tax purposes, and no action shall be taken to jeopardize this status.
 - b. With the help of the Treasurer and recommendations from Committee Chairpersons, the Executive Board shall present a budget, to be voted on

and approved for the following year at the June general membership meeting.

- c. Any expenditure of \$500 or more needs prior approval from the PSO President or Vice President.
- d. A request for additional expenditures above budgeted amounts must be submitted in writing to the Board of Directors for discussion at a Board of Directors meeting in order to be added to the general membership meeting agenda (See Appendix A).
- e. The Board of Directors may approve additional expenditures of \$200.00 or less by a vote of three or more of its members.
- f. No part of the proceeds of the Corporation shall contribute to the benefit of or be distributed to its members, directors, officers, or other private persons.
- g. In the event that an Auditing Treasurer is not elected, a Review Committee of two individuals outside of the Board of Directors shall review financial records monthly, between July 1st and June 30th. Members of the Review Committee cannot be related to any of the Board of Directors.
- h. Tax returns shall be reviewed by a licensed Certified Public Accountant (CPA) and filed annually.
- i. All checks written on the P.S.O. checking account shall bear two authorized signatures. The authorized signers on the account may be the Bookkeeping Treasurer, the President(s), the Vice President(s).
- j. The budget closes on June 30th. No money will be paid after this date.
- k. Check run dates will be set by the Bookkeeping Treasurer and will be no less than once a week.
- l. Deposits need to be made by the Auditing Treasurer no less than once a week.

ARTICLE XI
INDEMNIFICATION

The Corporation shall defend and indemnify to the fullest extent not prohibited by law any director or officer of the Corporation who was, is or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action suit or proceeding by or in the right of the Corporation), by reason of the fact that such a person is or was a director, officer, or uncompensated member of the Corporation, or serves or served at the request of the Corporation as a director or officer. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other rights to which these indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors or otherwise.

ARTICLE XII
INTERPRETATION

The final interpretation of the Bylaws shall be done by a vote of the Board of Directors.

ARTICLE XII
AMENDMENT PROCEDURES

1. A committee may be appointed as needed by the President to submit amendments to the bylaws, or submit a revised set of bylaws for consideration by the membership.
2. Changes in the bylaws can only be made by a 2/3 majority vote of the members present after open discussion during a general membership meeting, and provided notice of the proposed amendment is distributed to the membership one (1) month prior to the meeting and made available for review at Byrom Elementary School.

Appendix A
Recommended Agenda

1. Minutes from the prior membership meeting are read and approved.
2. Principle's Report
3. Treasurer's Report
4. Committee Reports
5. Unfinished business and action items
6. New Business

Appendix B
Annual Board Meeting:

1. The annual meeting of the Board of Directors shall be held by August 31st.
2. The Board of Directors shall prepare the PSO Welcome Packet.
3. The Board of Directors shall discuss the PSO Bylaws and review parliamentary procedure.
4. The Board of Directors shall balance the budget for the following school year.

Appendix C
Roles and Responsibilities of the Board of Directors

1. President
 - a. Preside at general PTO meetings and executive board meetings
 - b. Prepare for and lead executive board meetings
 - c. Prepare for and lead PTO meetings
 - d. Review the treasurer's report
 - e. Serve as the primary contact to the principal and represent the PTO at meetings of other groups, if needed
 - i. Have regular check-in meetings with the principal
 - ii. Set the schedule of monthly executive board meetings for the year
 - f. Serve as an ex-officio member of all committees
 - g. Retain all official records of the PTO
 - h. Update the signature cards at your PTO's bank
 - i. Double-check key organizational dates, including your PTO insurance policy renewal, incorporation with the state, and IRS Form 990 or 990-EZ, if applicable.
 - j. Determine which officer and committee chair positions might need to be filled next year, and reach out for volunteers

- k. Work with administrators on Enrichment Assembly(s) and Field Trip Planning
 - l. Work with administration to establish/facilitate community service projects as appropriate.
2. Vice President 1 shall be responsible for
- a. Attending executive board meetings and participate in discussions and decision making.
 - b. Overseeing fundraising selection, planning, and evaluation. Fundraising events include but not limited to,
 - i. Read-a-Thon
 - ii. Jog-a-thon
 - iii. Benefit/Auction
 - iv. Dining for Dollars
 - v. Spirit wear
 - vi. 3rd party donations (Box Tops, Fred Meyer, Etc)
 - c. Serving as PTO parliamentarian
 - d. Serving as a Bylaws expert
 - e. Serving as a second to the President when necessary
3. Vice President 2 shall be responsible for
- a. Attending executive board meetings and participate in discussions and decision making.
 - b. Acting a liaison for new families.
 - c. Leading the annual membership drive and help with the recruitment of attendees to PSO general meetings and volunteers for Board positions.
 - d. Developing positive recruiting techniques and clearly communicate roles and responsibilities to all potential subcommittee, event Chairs and volunteers.
 - e. Overseeing committees, train committee chair people, and act as a liaison between committee chair people and the executive board.
 - f. Holding a committee chair orientation
 - g. Managing Committees
 - i. Review current committees and determined what ones are needed and which ones are no longer needed.
 - ii. Work with the President to create any new committee as needed
 - iii. Work with the President and Volunteer Coordinator to fill vacant committee chair positions.
 - iv. Remind committee chairs of PSO meeting 5 days in advance.

4. Secretary shall be responsible for
 - a. Prepare agendas for general meetings.
 - b. Attending executive board meetings and participate in discussions and decision making.
 - c. Recording and distribute minutes of executive board meetings and general meetings.
 - d. Maintaining a complete file of all approved minutes, agendas, and materials distributed at any official PTO meeting

5. Bookkeeping Treasurer shall be responsible for
 - a. Attending executive board meetings and participate in discussions and decision making.
 - b. All moneys of the Corporation and keep an accurate record of receipts and disbursements.
 - c. Pay out funds of the Corporation only as authorized by the Board of Directors or a vote of the general membership.
 - d. Submitting an account of the financial affairs of the Corporation at each general membership meeting.
 - e. Providing the Board of Directors with whatever information is necessary to carry out the annual budgeting process.
 - f. Providing information about the previous year's event expenditures to each chairperson as a guideline for his or her working budgets.
 - g. Bringing the monthly bank reconciliation to the monthly board meeting to be reviewed by the PSO President or Vice President.
 - h. Ensuring the annual taxes are completed and submitted before November 15th.
 - i. Review, enter and pay bills including reimbursements from staff and parents.
 - j. Review and book deposits received from the Auditing Treasurer.
 - k. Cut checks at minimum once a week.
 - l. Reconcile bank accounts and misc. expense accounts monthly.

6. Auding Treasurer shall be responsible for
 - a. Attending executive board meetings and participate in discussions and decision making.
 - b. Documenting and cashing any checks or cash received by the Board.
 - c. Monthly audits of all the accounts of the Corporation using the information provided by the Bookkeeping Treasurer.
 - d. Making deposits in the account and reporting on all deposits.

- e. Filling in for the Bookkeeping Treasurer at PSO Board and General Meetings when called upon.
7. Volunteer Coordinator(s) shall be responsible for
- a. Attending executive board meetings and participate in discussions and decision making.
 - b. Supporting all members in getting their requirements satisfied for volunteering. This includes, but is not limited to,
 - i. all new volunteers of new students to the school,
 - ii. volunteers of larger committees and
 - iii. any volunteer with special circumstances that may need extra support.
 - c. Host Volunteer training sessions at the beginning of each school year
 - d. Working with the committee chairs to help staff the events.
 - e. Share lists of volunteers by activity or event to committee chairs prior to event.
 - f. Keep a set of volunteer guidelines in the school office and on your website to send to new families who join the school throughout the year.
 - g. Make sure volunteer opportunities visible on websites, social medial channels, and bulletin boards.
 - h. Attend Back to School Night to recruit new volunteers
 - i. Tracking volunteer's hours and providing accolades when necessary.
 - j. Send thank you emails to volunteers after each event.
 - k. Organize volunteer appreciation event.
 - l. Keep a list of volunteers from year to year to allow for easy follow-up.
8. Communications Coordinator Shall be responsible for
- a. Attending executive board meetings and participate in discussions and decision making.
 - b. Determine, with executive board approval, the most appropriate methods and frequency of communicating with members.
 - c. Manage communications and marketing for the PTO, including but not limited to:
 - i. PTO newsletters
 - ii. Email broadcasts
 - iii. Website
 - iv. Social media
 - v. Bulletin boards
 - vi. Reader-board