ARTICLE I NAME AND PURPOSE

SECTION - 1 Name

The name of the nonprofit corporation shall be Yolanda Parent Teacher Organization (the “PTO”).

SECTION - 2 Principal Office

The principal office of the PTO in the state of Oregon shall be located in Lane County, Oregon. The PTO may have such other offices either within or without the state of Oregon as the Executive Board (defined in Article III, Section 1 and 2) may designate or as the business of the PTO may require from time to time.

SECTION - 3 Registered Office

The registered office of the PTO required by the Oregon Non-Profit Corporation Act to be maintained in the state of Oregon may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Executive Board upon due compliance with the requirements of the Oregon Non-Profit Corporation Act for change of the registered office.

SECTION - 4 Purpose and Powers

The PTO is organized exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

The PTO will have all the following powers:
4.1 To conduct its business, carry on its operations, have offices and exercise all of the powers granted by Oregon law.
4.2 To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the PTO.
SECTION - 5 Mission Statement

To provide a forum for discussion among Yolanda parents and staff of topics pertinent to the educational programs, the students, parents, faculty and staff of the Yolanda Elementary School (“Yolanda”):

To foster cooperation within the Yolanda community, including encouraging the parents of students in the K-12 at the school, faculty and staff to work together, and encouraging parent volunteerism;

To present and promote Yolanda in a favorable manner to the community-at-large;

To hold meetings and programs to provide information to Yolanda parents about the school’s educational programs and on other topics pertinent to the students, parents, faculty and staff;

To sponsor events to provide a practical means for members of the Yolanda community to form working relationships and friendships; and

To conduct such fundraising activities as are deemed necessary to enhance the learning environment at Yolanda and further the objectives of the PTO.

SECTION - 6 Restriction on Activities

Notwithstanding any other provision of these Articles, the PTO shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future federal tax code).

SECTION - 7 No Private Benefit

No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

SECTION - 8 No Influencing of Legislation or Political Campaigns

No substantial part of the activities of the PTO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PTO shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the PTO shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
SECTION - 9 Dissolution

Upon the dissolution of the PTO, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the PTO is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II MEMBERSHIP

SECTION - 1 Classes and Voting

There shall be one class of members of the PTO. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

SECTION - 2 Membership Qualifications

Membership is automatically granted to all parents and/or guardians of currently enrolled students of Yolanda, as well as teachers, school administrators and community members who have an interest in the well-being of Yolanda and its students.

SECTION - 3 Voting Member Rights

All members have the right to vote on any amendments to the Bylaws or Articles of Incorporation which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them by the Board.

SECTION - 4 Dues

There are no membership dues for the PTO.
SECTION - 5 Termination of Membership
Membership shall automatically terminate once the member no longer meets the membership qualifications specified in Article II, Section 2. Membership may be suspended or terminated for violation of these Bylaws or the PTO’s standards, including, but not limited to, the PTO’s standard of Decorum described in Article II, Section 12. The suspension or termination can only be determined by the unanimous vote of the Executive Board, along with the principal of Yolanda Elementary School and one teacher from Yolanda Elementary School. If a teacher from the school holds a position on the PTO Executive Board they will automatically be the teacher vote. If no teacher sits on the board, the Yolanda staff can determine which teacher they would like to take part in the vote. The vote will occur during a PTO Board Meeting.

The membership suspension or termination is pursuant to the following procedures:

5.2 The member is granted the opportunity to be heard by the Executive Board, either orally or in writing, not less than five (5) days before the effective date of the suspension or termination.

SECTION - 6 General Meetings
The Executive Board should strive to hold a general meeting for members during each month school is in session. General meetings shall include:

6.1 Call to Order
6.2 Guest speakers or urgent matters
6.3 Old Business
6.4 New Business
6.5 Principal Report
6.6 Teacher Report
6.7 Quarterly Treasurer’s Report
6.8 Announcements
6.9 Adjournment

SECTION - 7 Annual Meeting
The annual meeting of the members shall be held annually during the month of May at a place and time to be determined by the Executive Board.

SECTION - 8 Special Meetings
Special meetings of the members shall be held at the call of the Executive Board, or by the call of the holders of at least five percent of the voting power of the PTO by a demand signed, dated, and delivered to the secretary of the PTO. Such demand by the members shall describe the purpose for the meeting. No business shall be transacted at a special meeting other than the purpose described in the notice.
SECTION - 9 Notice of Meeting
Notice of all meetings of the members shall be given to each member in one or more of the following manners:

9.1 Via the Yolanda reader board;
9.2 Via the PTO Facebook page; and
9.3 Via public notice, including but not limited to notices sent home with all Yolanda students.

The notice shall include the date, time, place, and purposes (including any expenditure requiring a vote of the members) of the meeting. Notice of general meetings must be given no less than seven (7) days in advance of the meeting. A single notice of the regularly scheduled general meetings may be sent at the beginning of the school year for all general meetings held throughout the year. No additional notice of general meetings is required unless the date or time previously announced has changed.

Notice of special meetings shall be provided a minimum of two (2) days in advance of the meeting, and the notice shall include the purpose of the meeting.

SECTION - 10 Quorum and Voting
Those votes represented at a meeting of members shall constitute a quorum provided, however, that a minimum of six (6) members shall be required to constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes.

SECTION - 11 Proxy Voting
There shall be no voting by proxy.

SECTION – 12 Decorum
Members shall conduct themselves in a manner that is appropriate, reasonable, and respectful of the PTO, other PTO members, and the Yolanda students, faculty, and staff, including without limitation refraining from taking any actions or making any statements that may result in the creation of a hostile and uninviting environment at PTO meetings, events, fundraisers, and other activities.
ARTICLE III
Executive Board and Officers

SECTION - 1 Duties
The Executive Board shall manage the affairs of the PTO. The Executive Board shall establish the objectives of the PTO and determine the policies for the development of those objectives.

SECTION - 2 Number
The Officers of this corporation shall be the President, Vice President, Secretary, and Treasurer (referred to herein individually as “Officer” and collectively as “Officers”). The Officers shall make up the Executive Board.

SECTION - 3 Other Officers
The Executive Board may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Executive Board. Provided, however, that for any term beyond the one year term of the initial appointment, the Officer or Officers serving pursuant to this Section 3 shall stand for election pursuant to Section 9 of this Article III.

SECTION - 4 President
The President shall be the chief officer of the PTO and shall act as the Chair of the Executive Board. The President shall have any other powers and duties as may be prescribed by the Executive Board and shall specifically, in general, supervise or oversee all of the affairs of the PTO. The President shall:

4.1 Preside at all general meetings and Executive Board meetings.
4.2 Serve as a liaison with the Principal of Yolanda.
4.3 Oversee work done by the Executive Board and committees to ensure alignment with the overall purpose and mission of the PTO.
4.4 Delegate responsibilities as needed.
4.5 Be an authorized check signer.
4.6 Set meeting agendas for both general and Executive Board meetings and distribute to the appropriate recipients.

SECTION - 5 Vice President
In the absence of the President or in the event of the President’s inability to act, the Vice President will perform the duties of the President. The Vice President, when acting as the President, will have all the powers of and will be subject to the same duties of the President. The Vice President shall:
5.1 Assume responsibilities for duties designated by the President.
5.2 Be responsible for the coordination of committees and fund raising efforts of the PTO.
5.3 Automatically become President if that position is vacated for any reason.

SECTION - 6 Secretary
The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties:

6.1 Official recording of the minutes of all proceedings of the Executive Board and members’ meetings and actions;
6.2 Providing notice of all meetings of the Executive Board and members;
6.3 Authenticating the records of the PTO;
6.4 Maintaining current and accurate membership lists; and
6.5 Any other duties as may be prescribed by the Executive Board.

SECTION - 7 Treasurer
The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall:

8.1 Maintain full and accurate accounts of all financial records of the PTO.
8.2 Deposit all monies and other valuable effects in the name and to the credit of the PTO in such depositories as may be designated by the Executive Board.
8.3 Disburse all funds when proper to do so.
8.4 Present financial reports as to the financial condition of the PTO to the Executive Board.
8.5 Prepare all necessary tax returns and maintain exempt status, or retain the services of a tax professional to make such filings.
8.6 Perform any other duties as may be prescribed by the Executive Board.

SECTION - 8 Qualification of Executive Board Members
Executive Board members must have a demonstrated commitment to the mission and purposes of the PTO. All Officers must qualify as current voting members for the duration of their terms.

SECTION - 9 Term and Election
The term of office for Officers shall be one year. No member shall hold more than one office at a time, and no officers may be eligible to serve in the same office for more than two consecutive terms. An officer may continue in their position for one more year after their term expires if a replacement cannot be found.

The Officers shall be elected by the majority of the members at the annual meeting of the members in May of each year, and any current member of the PTO shall be eligible for elective office for the subsequent school year.

Nominations for Officers will be accepted at the March general meeting. If any Officer positions remain vacant after the March general meeting, a nominating committee appointed by the Executive Board shall seek out nominees through any and all means possible. A slate of nominees will be presented at the April general meeting, and such slate of nominees will be announced by public notice prior to the May general meeting.

Voting shall be done by secret ballot at the May general meeting.

Outgoing Officers shall provide orientation to incoming Officers within a reasonable time following the election at the May general meeting.

SECTION - 10 Removal
Any Officer may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of the Executive Board.

SECTION - 11 Vacancies
A vacancy of any elected office shall be filled by a member not later than the first regular meeting of the Executive Board following the vacancy, and such member shall be appointed by the Executive Board by a majority vote of the Officers on the Executive Board.

SECTION - 12 Quorum and Action
A quorum at an Executive Board meeting shall be a majority of the number of Officers prescribed by the Executive Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Officers present. Where the law requires a majority vote of Officers in office to establish committees that exercise Executive Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

The Executive Board members shall make concerted efforts to maintain the integrity and purpose of the PTO, and shall endeavor to make decisions that benefit the PTO beyond any individual member's term. No individual Officer is above another, all are equal with different duties. Officers must diligent and conscientiously attempt to make decisions by consensus. The Executive Board must employ all standard consensus practices and techniques, including the expression and careful consideration of minority views. When a consensus cannot be achieved, any Executive Board member may request that a vote be taken. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes.
SECTION - 13 Regular Meetings
Regular meetings of the Executive Board shall be held at the time and place to be determined by the Executive Board. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

SECTION - 14 Special Meetings
Special meetings of the Executive Board shall be held at the time and place to be determined by the Executive Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Officer personally or by telephone or by mail not less than two (2) days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Officer at the address shown in the corporate records, is effective when mailed.

SECTION - 15 Meeting by Telecommunication or Computer
Any regular or special meeting of the Executive Board may be held by telephone, telecommunications or electronic means, as long as all Officers can hear or read each other’s communications during the meeting or all communications during the meeting are immediately transmitted to each participating Officer, and each participating Officer is able to immediately send messages to all other participating Officers. All participating Officers shall be informed that a meeting is taking place at which official business may be transacted.

SECTION - 16 Action by Consent
Any action required or permitted by law to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Officers. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by an Officer with the intent to sign.
ARTICLE IV
COMMITTEES
SECTION - 1 Establishment
The Executive Board may establish such committees as it deems necessary and desirable to promote the objectives and policies and carry out the work of the PTO. Such committees may exercise the authority of the Executive Board or may be advisory committees.

SECTION - 2 Limitations on the Authority of Committees
No committee may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the PTO's assets; elect, appoint, or remove Officers or fill vacancies on the Executive Board or on any of its committees; adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Executive Board.

ARTICLE VI
CORPORATE INDEMNITY
The PTO will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was an Officer, employee, volunteer, or agent of the PTO or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the PTO. No amendment to this Article that limits the PTO'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. The PTO shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise. Provided, however, that the Executive Board must approve a settlement in advance.

ARTICLE VII
LIMITATION OF LIABILITY OF QUALIFIED OFFICERS

A qualified Officer has the meaning given to that term by ORS 65.369 et seq. The personal liability of each Officer and each uncompensated Officer of the PTO, for monetary or other damages, shall be eliminated to the fullest extent permitted by current or future law.
ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS
SECTION - 1 Contracts
The Executive Board may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO, and such authority may be in general or confined to specific instances.

SECTION - 2 Loans to Corporation
No loans shall be contracted on behalf of the PTO and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

SECTION - 3 Checks, Drafts, Etc.
All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PTO, shall be signed by such Officer or Officers, agent or agents of the PTO, and in such manner as shall from time to time be determined by resolution of the Executive Board.

SECTION - 4 Deposits
All funds of the PTO not otherwise employed shall be deposited from time to time to the credit of the PTO in such banks, trust companies, or other depositories as the Executive Board may select.

ARTICLE IX FINANCES
SECTION - 1 FISCAL YEAR
The fiscal year of PTO shall commence on January 1 and end on December 31.

SECTION - 2 Voting on Expenditures
The Executive Board shall have the authority to approve expenditure requests up to and including $1,000 without the approval of the general voting members. Expenditure requests exceeding $1,000 require approval by majority vote of a quorum of voting members present at a meeting, and must be presented to the Executive Board no less than two weeks prior to a general meeting or a special meeting whereby the vote will take place. Expenditure requests surpassing $5,000 must also be presented to voting members via one or more of the notice methods described in Section 9 of Article II no less than two weeks prior to either a general or special meeting, and approval shall be by majority vote of a quorum of voting members present at a meeting.
SECTION - 3 Taxes, Corporate Renewals, and Information Returns
All financial forms, tax returns, corporate renewals must be filed with the State of Oregon and Internal Revenue Service (IRS) by the required due dates to ensure the PTO does not incur penalties and risk the loss of its tax-exempt status. The Treasurer is responsible to see that the necessary information is supplied by either completing the required forms themselves, or by hiring an outside professional source. If an accountant or other professional source is required, all financial forms, data files, statements, and pertinent receipts must be submitted by the Treasurer to the professional for tax return preparation no later than forty-five (45) days prior to the due date of the return.

ARTICLE X INTERESTED PARTIES
SECTION - 1 Compensation
No Officer shall receive any compensation for fulfilling the responsibilities defined in these Bylaws. However, the PTO may pay compensation to Executive Board members for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Executive Board members who receive regular compensation from the PTO and their relatives must always constitute less than a majority of the Executive Board. Executive Board members may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

SECTION - 2 Officer Conflict of Interest
A conflict of interest is present when the PTO pays compensation or provides any tangible benefits to an Officer or to a member of the Officer’s family. All transactions involving conflicts of interest must be presented to the Executive Board for approval. Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest; b) disclose its nature on the record and c) abstain from voting on that matter. The rest of the Executive Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the PTO and that no special benefits are being given to any person.

An Officer of the PTO shall not be disqualified by the Officer’s office from contracting with the PTO as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the PTO in which any Officer is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Executive Board members without counting in such majority the Officer so interested, although such Officer may be counted toward a quorum, or shall have been approved or ratified by the affirmative action of a majority of the Officers of the PTO, and the interest shall have been disclosed or known to the approving or ratifying Officers. The Executive Board may adopt a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions for filing IRS Form 1023.
SECTION - 3 Loans to or Guaranties for Officers
The PTO shall not make a loan, guaranty an obligation, or modify a preexisting loan or guaranty to or for the benefit of an Officer of the PTO.

SECTION - 4 Advances of Expenses
The expenses incurred by an Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, which the Officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the PTO in advance upon written request of the Officer, if the Officer:
4.1 Furnishes the PTO a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the PTO; and
4.2 Furnishes the PTO a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the PTO. Such advances shall be made without regard to the person’s ability to repay such expenses and without regard to the person’s ultimate entitlement to indemnification under Article VI of these Bylaws or otherwise.

ARTICLE XI
WAIVER AND FORM OF NOTICE

SECTION - 1 Waiver of Notice
Whenever any notice is required to be given to any Officer of the PTO under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the Oregon Non-Profit Corporation Act, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

SECTION - 2 Form of Notice
Whenever, under the provisions of the Oregon Nonprofit Corporation Act or these Bylaws, notice is required to be given to any Officer, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail addressed to such Officer at the address as it appears on the records of the PTO, or at the last known business or residence address of the Officer prepaid, and such notice if mailed shall be deemed to be given three (3) days after the same shall be deposited in the United States mail.
ARTICLE XII
ANTI-DISCRIMINATION POLICY

The PTO does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VII
AMENDMENTS TO BYLAWS

The members may vote to amend or repeal these Bylaws or to adopt new ones by a two-thirds (2/3) majority vote of members present, if a quorum is present. Any amendment to the Bylaws to increase the quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment each member shall be given at least two (2) days’ notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ADOPTED effective this _____ day of __________, 2019.

________________________, President  _______________________, Secretary