

REVISED BYLAWS

OF

WILL ROGERS ELEMENTARY PARENT-TEACHER ORGANIZATION

ARTICLE I

Name and articles of organization

The name of this organization is the Will Rogers Elementary Parent Teacher Organization (PTO). The organization exists as an incorporated non-profit organization of its members incorporated under the laws of the state of Oklahoma. Its articles of organization comprise these by-laws, as from time to time amended.

ARTICLE II

Offices

1. The registered office of the PTO shall be located at 1215 E. 9th Street, Edmond, Oklahoma 73034.
2. The Corporation may establish or discontinue, from time to time, such other offices and places of business within the State of Oklahoma as the board of officers deems proper for the conduct of the PTO business.

ARTICLE III

Purpose, Distributions and Objectives

1. The principle purpose of the Will Rogers Elementary Parent- Teacher Organization (the "PTO") shall be the fostering of educational opportunities for the students of Will Rogers Elementary, Edmond, Oklahoma.
2. To further the purpose of providing a higher quality of education to the students of Will Rogers Elementary, the corporation shall distribute, from time to time, amounts approved by the board of directors for allocation to specific projects or programs. Notwithstanding anything to the contrary in the preceding sentence, the corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to taxes under Section 4942 of the Internal Revenue Code of 1986, as amended.
3. The objectives of the organization are promoted through an educational program directed toward parents, teachers, and the general public; are developed through conferences, committees, projects and programs; and are governed and qualified by the basic policies set forth in ARTICLE IV.
4. The objectives of the organization are:

- a. To provide voluntary and financial assistance to Will Rogers Elementary within the meaning of section 501(c)(3) of the Internal Revenue Code.
- b. To promote the welfare of children and youth in the home, school, and community.
- c. To bring into closer relation, the home and the school, that parents and teachers may cooperate intelligently in the training and education of the child.
- d. To develop between educators and the general public such united efforts as will secure for every child the highest advantages in physical, mental, social education.

ARTICLE IV

Basic Policies

The following are the basic policies of this organization.

1. The organization shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the organization or the names of any members acting in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the organization.
3. The organization shall not directly or indirectly participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. Efforts by the organization to influence legislation pertaining to child welfare or education by propaganda or otherwise must be approved by the board of officers and reviewed by the principal.
4. The organization shall work with the schools to assist in providing quality education for all children and youth and shall seek to participate in the decision making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the Board of Education.
5. The organization may cooperate with other organizations and agencies concerned with child welfare, but persons representing the organization in such matters shall make no commitments that bind this organization, without prior approval of the board of officers and the principal.
6. In the event of dissolution of the organization, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE V

Membership and Dues

1. Annual membership shall be automatically extended to any parent or guardian who subscribes to the objectives and basic policies of this organization and contributes the minimum annual dues of three dollars (\$3.00) to the PTO. Such annual membership shall commence as of the day of such minimum contribution and continue until the end of the fiscal year in which such minimum contribution is made. No membership interest in the PTO shall be assignable or transferable inter vivos by any member. No membership interest shall pass to any legal representative of any deceased member. Membership shall cease upon the death of the member. No member, in such capacity, shall have any vested rights in any assets of the PTO.
2. Membership in this organization shall be available without regard to race, color, creed, or national origin.
3. The organization shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
4. Only members in good standing of the organization shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE VI

Meetings and voting

1. All annual meetings of members and board of officers and all other meetings of members shall be held at such place within the state of Oklahoma as may be designated by the board of officers pursuant to authority hereinafter granted to said board.
2. General and/or executive committee meetings of the organization shall be held on the 3rd Tuesday of the month unless otherwise provided by the organization or by the executive committee, one days notice having been given. (Please refer to the school handbook & calendar for exact dates).
3. An annual meeting of members for the purpose of electing officers and transacting such other business as may come before them shall be held at such

place, within the state of Oklahoma, on such day and at such time as shall be designated by the board of directors.

4. Special meetings of the members may be called by the board of officers.
5. Five (5) members, present in person, shall constitute a quorum at all meetings of the members for the transaction of business. When a quorum is present at any meeting, a majority of members represented thereat and entitled to vote thereat shall decide any question brought before such meeting. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum.
6. At each meeting of members, each member shall be entitled to one (1) vote, in person or by proxy.
7. Special meetings of the board of directors may be called by the president or upon the written request of any two (2) officers. Notice of the time, place and the purpose of any special meeting shall be given orally, by email, or in writing to each officer. In case such notice is mailed, it shall be deposited in the United States mail in Edmond or Oklahoma City, Oklahoma at least three (3) days prior to the time of the holding of the meeting, postage prepaid, addressed to the officer at his or her last known address. In case such notice is delivered via email, it will be sent at least 3 days prior with a read receipt. In case such notice is delivered orally, by telephone or in person, it shall be delivered at least twenty-four (24) hours before the time of such meeting. Notice of any meeting of the board of officers need not be given to any officer if that officer signs a written waiver thereof either before or after the time stated therein. Attendance of an officer at a meeting shall constitute a waiver of notice of such meeting, except when the officer attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
8. Any action required or permitted to be taken at any meeting of the board of officers or of any committee thereof may be taken without a meeting if all members of the board of officers or of such committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the board of officers or of such committee. This may take place through email if appropriate.
9. Each meeting of the board of officers shall be presided over by the President of the board of officers, or in his or her absence, then by such member of the board of officers as shall be chosen at the meeting. The Secretary, or in his or her absence an assistant Secretary, shall act as secretary of the meeting, or if no such officer is present, a secretary of the meeting shall be designated by the person presiding over the meeting.
10. One-third (1/3rd) of the total number of officers shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present (or if only one be present, then that one) may adjourn the meeting, without notice

other than announcement at the meeting, until such time as a quorum is present. The vote of a majority of the officers present at the meeting at which a quorum is present shall be the act of the board of officers.

11. Members of the board of officers or of any committee thereof may participate in a meeting of the board of officers or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting.

ARTICLE VII

Board of Officers

1. The business and affairs of the PTO shall be managed by or under the direction of its board of officers. The number of officers that shall constitute the whole board shall consist initially of six (6) persons, but that number may be changed from time to time by the board of officers pursuant to a resolution adopted by a majority of the entire board of officers.
2. The officers of this organization shall consist of the president, 1st vice-president, 2nd vice-president, secretary, treasurer, and assistant treasurer.
 - a. The president shall preside at all meetings of the organization and of the executive committee at which she may be present; shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by the organization or by the executive committee; and shall coordinate the work of the officers and committees of the organization in order that the objectives may be promoted. The president shall be authorized to make expenditures of up to \$50.00 without consent of the board of officers.
 - b. The 1st vice-president shall have such powers and shall perform such duties as shall be assigned to him or her by the board of officers. During the absence of the president or during his or her inability to act, the 1st vice-president shall exercise the powers and shall perform the duties of the president.
 - c. The 2nd vice-president shall have such powers and shall perform such duties as shall be assigned to him or her by the board of officers. Any suggestions for fund-raising should be presented to the board by this officer.
 - d. The secretary shall record the minutes and votes at all the meetings of the organization; assist in issuing calls for meetings; keep the records of the

PTO; attest the PTO's execution of instruments when requested and appropriate; make such reports to the board of officers as are properly requested; and perform such other duties incident to the office of secretary and those that may be otherwise assigned to the secretary from time to time by the president.

- e. The treasurer shall have custody of all of the funds of the organization; shall keep full and accurate account of receipts and disbursements in accordance with the approved budget or as authorized by the organization or executive committee. The treasurer shall deposit all moneys and other property in the name and to the credit of the PTO in such depositories as may be designated by the president or the board of officers. The treasurer shall submit a treasurer's report at every meeting of the organization and at other times as requested by the executive committee and shall make a full written report at the final spring executive committee meeting. There shall be two (2) signatures on all checks, the treasurer/assistant treasurer, the president, 1st vice-president, or 2nd vice-president of the organization, and whom are all on the banking institutions signature card. If required by the board of officers, the treasurer shall give the PTO a bond for the faithful discharge of his or her duties in such amount and with such surety as the board of officers shall prescribe.
3. Officers shall be elected at the annual meeting of members in the spring, by ballot. If there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the organization for the nominee.
4. Officers are to hold office until the next annual meeting of members at the last regular meeting of the school year or until their respective successors are elected and qualified, or until his or her earlier resignation, removal or death.
5. A person shall not be eligible to serve more than two (2) consecutive terms in the same office. The only exception to this will be if no qualified member can be found to serve in a position and the current officer agrees to continue to serve. A majority vote of the board of officers can lengthen the term of service for any officer by one year at a time.
6. All officers shall deliver to their successor all official material not later than 10 days following the end of the year.
7. Officers shall not be compensated for their services as officers or as members of committees. However, officers may be reimbursed for reasonable and actual out-of-pocket expenses incurred by them related to the performance of duties other than of a routine and ordinary nature. Reimbursement of any such expenses shall be subject to the approval of the board of officers. Nothing herein contained shall be construed to preclude any officer from serving the PTO in any other capacity as an officer, agent or otherwise, or otherwise providing services to the PTO, and receiving compensation therefore.
8. Any officer may resign at any time by giving written notice thereof to the President and/or the board of officers. Such resignation shall be effective at the

time of its receipt, unless a date certain is specified for it to take effect.

Acceptance of any resignation shall not be necessary to make it effective.

9. Any officer may be removed at any time, with or without cause, by the board of officers at any annual, regular or special meeting thereof.
10. In case of any increase in the number of officers or in case of any vacancy created by death, removal, or resignation, the newly created directorships, or as the case may be, the vacancy or vacancies may be filled either (a) by the board of officers, or (b) by the members. Any officer so chosen shall hold office until the next annual meeting of the members or until his or her successor shall be elected and qualified. In case a vacancy occurs in the office of president, the 1st vice-president shall serve out the unexpired term as president.

ARTICLE VIII

Executive committee

The executive committee shall consist of the officers of the organization and the principal of the school (or a representative appointed by him/her). The members of the executive committee shall serve until the selection of their successors. A meeting of the executive committee may be called by the president or by a majority of the members of the committee. The duties of the executive committee shall be:

1. to transact necessary business in between organization general meetings and other such business as may be referred to it by the organization;
2. to create standing committees and special committees;
3. to present a report to the general membership meeting of the organization;
4. to appoint an auditor or auditing committee at least two (2) weeks before the final spring executive committee to audit the treasurer's accounts;
5. to prepare and submit to the executive committee for approval, a budget for the fiscal year.

ARTICLE IX

Committees

The board of officers may, by resolution passed by a majority of the whole board of officers, designate one or more committees, each such committee to consist of one or more members of the PTO. In the absence or disqualification of a member of a

committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the board of officers to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in such resolution or resolutions, shall have and may exercise all the powers and authority of the board of officers in the management of the business and affairs of the PTO. The chairmen of the standing committees and special committees shall be selected by the officers of the organization with the approval of the principal.

1. The chairman of each standing and special committee shall present a plan of work to the board of officers for approval. No committee work shall be undertaken without the consent of the executive committee and/or the board of officers.
2. Special committees may be appointed by the president when such committees are deemed necessary by the executive committee and/or the board of officers and/or the organization as a whole.
3. The president shall be a member ex-officio of all committees except the nominating committee.
4. Standing and special committees will be provided with information on correct procedures for obtaining reimbursement for expenditures made for the use of the committee prior to the start of the school year or the start of committee activities, whichever comes first. All chairmen of standing and special committees will be advised as to the amount of money budgeted for their committee activities prior to the start of the school year or the start of committee activities, whichever comes first. Any expenditures above the budgeted amount must first be approved by the executive committee prior to being spent or they will not be reimbursed.
5. The term of any committee chairman shall be one year and until the selection and qualification of her successor.
 - a. Standing and special committees may make expenditures of up to \$50.00 without approval of executive committee or Board of Officers. Any expenditures totaling over \$50.00 must be approved by the Board of Officers.

ARTICLE X

Fiscal Year

The fiscal year of the organization shall begin at the end of one school year and continue until the end of the next school year.

ARTICLE XI

Parliamentary Authority

Robert's Rules of Order Revised shall govern the organization in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XII

Miscellaneous

1. The invalidity or unenforceability of any provision hereof shall not affect the validity or enforceability of the remaining provisions hereof.

ARTICLE XIII

Amendment of Bylaws

These Bylaws may be made, altered, or repealed or new bylaws may be adopted by the members or by the board of officers consistent with the below listed rules. However, no such amendment shall authorize the board of officers or members of the PTO to conduct the affairs of the PTO in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent internal revenue laws of the United States.

1. bylaws may be amended at any general meeting of the organization by a two-thirds (2/3) vote of the members present and voting, providing notice of the proposed amendment shall have been given (1) at the previous meeting, or (2) by communication with the general membership at least (7) days prior to the meeting covering the vote on amendment.
2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the organization, or by a two-thirds (2/3) vote of the executive committee. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Approval of Officers

The foregoing Bylaws were adopted by the officers of Will Rogers Elementary Parent Teacher Organization and school principal as of the ____ day of _____, 2013.

WILL ROGERS ELEMENTARY PARENT- TEACHER ORGANIZATION

By _____

Karen Flores, President

Angie Dean, 1st Vice-President

Susan Barker, 2nd Vice-President

Susan Cunningham, Treasurer

Julie Farischon, Secretary

Jamie Sparks, Assistant Treasurer

Dr. Sheron House, Principal