

BYLAWS

SUNSET HIGH SCHOOL PARENT TEACHER ORGANIZATION, An Oregon Public Benefit Nonprofit Corporation

ARTICLE I: CORPORATE NAME & OFFICE

1.1 Corporate Name. This organization shall be known as SUNSET HIGH SCHOOL PARENT TEACHER ORGANIZATION (PTO).

1.2 Registered Office. The registered office of the corporation required to be maintained in the state of Oregon is 13840 NW Cornell Road, Portland, OR 97229.

ARTICLE II: PURPOSE, POLICIES & MEMBERSHIP

2.1 Purpose. The PTO is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More specifically, the purpose of the organization shall be:

- a. To promote the activities of the students of Sunset High School, to aid the faculty and school advisors, and for the cooperation between parents and the School Board, teachers and students in promoting projects for the betterment of the school;
- b. To promote and enhance the academic, activity and athletic opportunities for the students of Sunset High School;
- c. To solicit and disburse donations to fund academics, activities, arts, and athletics; and
- d. To volunteer support to staff and teachers in all areas of Sunset High School.

2.2 Policies. The policies of Sunset PTO shall include but are not limited to:

- a. This organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. This organization shall not seek to direct the administrative activities of the school or to control its policies.
- c. The name of the organization and the names of its officers in their official capacities shall not be used in any connection with commercial concern or with any partisan interest or for any other purpose other than the regular work of the organization.

d. No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its 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.

e. 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.

f. Notwithstanding any other provision of this document, the PTO shall not carry on any other activities not permitted to be carried on by any PTO exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or by any PTO contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2.3 Membership. The Sunset PTO is a membership organization in which membership shall be open to parents or guardians of Sunset High School students, teachers and other staff of Sunset High School.

ARTICLE III: COMMUNITY MEETINGS

3.1 Community Meetings. The Board of Directors will hold a minimum of four (4) community meetings per year open to all Sunset PTO community members and at such other times as determined by the Board. Community meetings will be conducted by the President and Secretary of the Board of Directors. The President and/or other officers of the Board of Directors or others the President may designate will report on the activities and financial condition of Sunset PTO. Community meetings may be rescheduled or additional community meetings may be called from time-to-time by the Board of Directors as necessary. The Board in its discretion may open part or all of the community meetings to supporters and other persons having an interest in the work of the PTO.

3.2 Annual Meeting. A community meeting held in the spring of each year will be considered the annual meeting as determined by a majority of the Board of Directors for the primary purpose of electing officers and approving the annual budget, and is open to the entire Sunset PTO membership. Notification shall include the slate of proposed officers and the annual meeting agenda and be consistent with the notification requirements in Section 3.3.

3.3 Notification. Notice of community meeting dates and times will be given at least fourteen (14) days in advance. Notification can be in physical or electronic form, via the usual places the Board of Directors uses to inform the majority of members of Sunset PTO activities. The notice must include a description of any matter or matters which must be approved by the members. Any motion for which a vote would result in a policy change, including changes to these bylaws or the Articles of Incorporation, or expenditure of Sunset PTO funds

above one thousand dollars (\$1,000) and not previously approved as a part of the budget shall be brought before the membership at a community meeting.

3.4 Procedures. The rules of procedure for community meetings, as to matters not expressly governed by these bylaws or the Articles of Incorporation, shall be those prescribed in Robert's Rules of Order, Revised.

3.5 Quorum. Each member is entitled to one vote on each matter voted by the members. No proxy votes will be accepted. Those votes represented at a meeting of members will constitute a quorum. Unless otherwise designated in these bylaws or the Articles of Incorporation, any motions shall be carried by a majority vote. A majority vote means that fifty percent (50%) of the quorum voted affirmatively plus one (1) additional vote.

ARTICLE IV: BOARD OF DIRECTORS

4.1 Type of Corporation. The PTO is a domestic nonprofit corporation operating under the authority of a Board consisting of a minimum of 5 directors and not more than 12 directors. The Board of Directors shall include the elected officers and the school principal (or their designee). Directors shall receive no compensation, other than reasonable expenses, unless officers receive duly-authorized compensation for employment or other compensable services on behalf of the corporation.

4.2 Authority of Board. The Board of Directors shall meet as necessary throughout the school year to conduct the day-to-day business of Sunset PTO. All corporate powers and business affairs of the PTO shall be exercised by or under the authority of the Board of Directors, including the following:

- a. Transact the necessary business in the intervals between community meetings;
- b. Adopt and recommend a budget each spring for review and approval by the membership at the annual meeting;
- c. Make assignments of duties and activities, including creating new or dissolving existing standing committees, special committees, or both;
- d. Enforce the bylaws;
- e. Consider and exercise its discretion regarding approval of any and all timely requests for action presented prior to a Board meeting by PTO members, staff or other parties, including those involving expenditures as provided in Section 9.3 herein. No such request for action shall be authorized unless approved by the Board;
- f. Fill the vacancy of an officer until the next annual meeting of the PTO;

g. Review and approve Apollo Giving grant requests and present approvals to the Sunset PTO membership; and

h. Approve agreements with partnering individuals and organizations.

4.3. Notification of Board Meetings. The President shall give officers at least three (3) calendar days notice prior to a Board meeting, with notice in either physical or electronic form.

4.4 Procedures. The rules of procedure for Board meetings, as to matters not expressly governed by these bylaws or the Articles of Incorporation, shall be those prescribed in Robert's Rules of Order, Revised.

4.5 Quorum; Adjournment. A majority of the Board of Directors shall constitute a quorum. All members of the Board shall have one (1) vote. Once a Board member is represented for any purpose at a meeting, they shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is set for the adjourned meeting.

4.6 Teleconference. The Board of Directors may hold a Board meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

4.7 Action Without a Meeting. Any action required or permitted to be taken by a director at a meeting may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the directors, shall be filed with the minutes of the corporation.

4.8 Conflict of Interest. Directors must recuse themselves for votes in which the director has a conflict of interest. A conflict of interest occurs when a director of Sunset PTO has a direct or indirect interest.

ARTICLE V: ELECTIONS

5.1 Elections. All officers shall be elected by the Sunset PTO membership at the annual meeting. Officers shall be elected to two-year term(s) by a majority vote of the membership present and qualified to vote. No elected officer shall serve more than two (2) consecutive terms in the same office, unless the position would remain vacant. The same person may hold any two or more offices, with the exception of the President and Treasurer. Any office may be shared with a second member, to a maximum of 12 (twelve) total Board members.

5.2 Nominations. Nominations for officers shall be made by a nominating committee. The committee head shall be appointed by the President, and the committee will include two (2) Sunset PTO members. Any member of Sunset PTO can recommend to the nominating committee another member for an officer position.

a. The President shall notify the Sunset PTO membership when the nominating committee commences its work and solicit recommendations. The nominating committee shall use all reasonable means to solicit the names of persons willing to serve as officers of Sunset PTO.

b. Each nominee must be a member of Sunset PTO and have consented to serve as an officer in the position the nominee is nominated to fill.

c. The nominating committee must present the slate of candidates to the Sunset PTO members at least fourteen (14) calendar days prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting, provided the consent of each candidate has been obtained before his or her name is placed in nomination.

d. If an officer is running unopposed, the election may be made by voice vote; otherwise, elections shall be conducted by secret ballot. Proxy votes will not be accepted.

e. Officers will assume their official duties the day after the last day of the school year. Outgoing officers shall complete their business by the last day of the school year and deliver all files, records and passwords to their successors.

5.3 Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

5.4 Resignation. Any director may resign by delivering written notice to the Board of Directors, its President or the Secretary. Such resignation shall be effective upon receipt unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless the Board of Directors permits revocation.

5.5 Vacancies. The President may appoint, subject to the approval of the Board, replacements to fill vacancies on the Board arising from the removal, resignation or departure of the incumbent, and if a vacancy occurs in the office of the President, a Vice-President shall serve the remainder of the unexpired term.

ARTICLE VI: BOARD COMMITTEES

6.1 Standing Committees. Standing committees may be maintained, dissolved or reconstituted by the Board of Directors as circumstances may warrant. Such committees shall be overseen and amenable to the Board and shall provide regular reports of their activities as the Board may direct. Standing committees may include, but are not limited to: Grad Party, College and Career Center, Staff Appreciation, Name Tags/Parking Passes, Webmaster, Student Directory, Wednesday Work Crew, and Welcome Events.

6.2 Other Committees. The Board may convene and appoint other committees for such purposes as may be determined by the Board or membership to accomplish specific tasks.

ARTICLE VII: OFFICERS

7.1 Positions. The officers of Sunset PTO shall be a President, Vice President of Fundraising, Vice President of Concessions, Vice President of Merchandise, Secretary, Treasurer, Director of Communications and Volunteer Coordinator. Other officers and assistant officers as are deemed necessary or desirable may be appointed by the Board of Directors and shall have such powers and duties prescribed by the Board of Directors.

ARTICLE VIII: DUTIES OF OFFICERS

8.1 Duties of Officers. All officers shall regularly attend Sunset PTO Board meetings and community meetings and inform the President if unable to do so. Officers will be responsible for all appropriate correspondence and acknowledgements within their area of responsibility. After the final community meeting of the school year, officers shall deliver to their successors all files, records and passwords pertaining to their duties and responsibilities.

8.2 President. The President shall:

- a. Preside at all meetings of the PTO;
- b. Act as a liaison between Sunset PTO and the principal of Sunset;
- c. Be a member ex-officio of all committees except the nominating committee, and shall appoint a nominating committee chair;
- d. Work with the Treasurer each spring to draft a budget for the upcoming school year, which will be approved by the Board prior to a community vote;
- e. Receive and review all monthly bank statements and promptly forward them to the Treasurer following such review; and
- f. Coordinate the work of the officers and committees and perform other duties as may be necessary and proper for the operation and well-being of the PTO and the school.

8.3 Vice-President of Fundraising. The VP of Fundraising shall:

- a. Oversees the Apollo Giving fundraising campaign and update the community at Sunset PTO community meetings;
- b. Coordinate corporate matching fund efforts;

- c. Ensure donor acknowledgements are sent, and
- d. Assist the President and perform the duties of the President in the absence of that officer.

8.4 Vice President of Concessions. The VP of Concessions shall:

- a. Oversee food sales at fall, winter, spring, and summer athletic events and coordinate with other team concessions members, including purchasing and ordering food and supplies;
- b. Secure the necessary licenses to legally operate within Washington County;
- c. Work with the Volunteer Coordinator to schedule and promote the concession volunteer calendar;
and
- d. Manage seed money for events and be responsible for depositing money after events in accordance with the financial policies within these bylaws.

8.5 Vice President of Merchandise. The VP of Merchandise shall:

- a. Coordinate Sunset merchandise sales throughout the year at public Sunset events with other team merchandise members;
- b. Manage and order the SHS apparel and review with the President any new items proposed for purchase and sale;
- c. Provide inventory updates at PTO community meetings; and
- d. Manage seed money for events and be responsible for depositing money after events in accordance with the financial policies within these bylaws.

8.6 Secretary. The Secretary shall:

- a. Keep and publish an accurate and complete record of all meetings;
- b. Oversee the annual election and ensure that each election is conducted in a fair manner and create the ballot used by Sunset PTO to vote for officers at the annual meeting; and
- c. Maintain official and corporate files of the PTO.

8.7 Treasurer. The Treasurer shall:

- a. Oversee the financial affairs and activities of the PTO;

- b. Be responsible for filing the annual report of the PTO with the Oregon Corporation Division and assure that all required tax returns are filed in a timely manner.
- c. Keep an accurate, informative, timely and verifiable record of monies received and disbursed by the PTO, as well as all debts owed by the PTO, and shall present a monthly financial statement to the Board, including current supporting bank statements;
- d. Oversee the financial efforts of all standing committees; and
- e. Prepare and present, in collaboration with the President, an annual budget for approval at the annual meeting in the spring of each year. At the conclusion of each Treasurer's term, the Board or its designee will review and audit all the books, records and reconciliations.

8.8 Director of Communications. The Director of Communications shall:

- a. Be responsible for coordinating communications with the Sunset PTO membership, including overseeing the Sunset PTO website and social media;
- b. Administer email accounts assigned to Sunset Board members and committee leads; and
- c. Act as liaison with the Sunset administration and front office for all community communication needs.

8.9 Volunteer Coordinator. The Volunteer Coordinator shall:

- a. Serve as the primary liaison between school staff and volunteers in order to maintain a well-coordinated school volunteer program as directed by the Beaverton School District;
- b. Be responsible for identifying and filling volunteer positions in collaboration with committee leads and Sunset administration;
- c. Oversee the use of the Beaverton School District's volunteer management software for the school;
- d. Maintain and update in a timely manner any necessary procedures and training guides for volunteers;
- e. Attend Beaverton School District Volunteer Coordinator meetings and follow District guidelines; and
- f. Coordinate with the Director of Communications to effectively communicate Sunset PTO volunteer and event needs.

ARTICLE IX: CONTRACTS, LOANS, CHECKS & OTHER INSTRUMENTS

9.1 Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

9.2 Loans. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name.

9.3 Checks; Drafts. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the President, Treasurer, Concessions Vice-President and/or Grad Party Treasurer in such manner as shall from time to time be determined by resolution of the Board of Directors. Any checks for an amount exceeding \$500 shall be approved in writing by two Board members.

9.4 Unbudgeted Expenses. Unbudgeted expenditures exceeding \$100 must be pre-approved by the Board. Any expenditure over \$1000 will require community approval, with notification requirements as stated in Section 3.3 of these bylaws.

9.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select. All cash deposits, especially from sale of merchandise, concessions and all standing committees, will be verified by two members, who shall initial each deposit slip to confirm their personal verification.

9.6 Treasury. A minimum of \$10,000 shall be maintained in the treasury at the end of the fiscal year as a contingency fund in order to provide for administrative funds and Sunset PTO's activities at the start of the next school year.

9.7 Fiscal Year. The corporation's fiscal year shall commence on July 1 of each year and conclude on June 30 of the succeeding year.

ARTICLE X: CORPORATE INDEMNITY

10.1 Indemnity. The corporation 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 the person is or was a director or officer of the corporation. 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 effective date of the amendment or the date notice of the amendment is given to the person, whichever is later. The corporation shall interpret this indemnification provision to extend to all persons covered by it by the most expansive possible construction, substantively, procedurally and otherwise.

ARTICLE XI: MISCELLANEOUS PROVISIONS

11.1 Severability. Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

ARTICLE XII: AMENDMENTS

12.1 Amendments. These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a three-fifths (3/5) vote of the members present at a properly convened community meeting. Written notice of the date, time and place of any meeting at which such amendments will be considered shall be published in a manner determined by a majority of the Board at least 14 days prior to the proposed meeting date to afford members an opportunity for comment, which notice shall also include the text of the proposed amendments.

ARTICLE XIII: DISSOLUTION

13.1 Dissolution. Upon the dissolution of this PTO, after paying or adequately providing for the debts and obligations of the PTO, the remaining assets shall be distributed to any other non-profit group for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code as provided in the Articles of Incorporation on file with the Oregon Corporation Division.

ADOPTED by the Board of Directors on April 11, 2022.

David Butler, **President**

Kristin Hamann, **Secretary**