



## Proposed Bylaw Revision 2020-2021

### Deadlines:

- Sept. 18: Deadline for feedback to be discussed and included on the Sept. 22 monthly meeting agenda; feedback should be sent to [GWPOScappoose@gmail.com](mailto:GWPOScappoose@gmail.com).
- Sept. 22: Discussion of feedback and vote on bylaws during the monthly meeting.

### Rationale:

- Latest version of bylaws is from 2008.
- More comprehensive approach to voting, financials and process.
- Modern approach to leveraging technology for operations, business and meetings.

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## Grant Watts Parent Organization Bylaws

The name of this non-profit organization is Grant Watts Parent Organization, otherwise known as GWPO.

### SECTION 1: PURPOSE

The purpose of GWPO is to:

1. Encourage the involvement of families and the community to offer a variety of experiences and opportunities in and out of the classroom for deeper learning and growth.
2. Foster collaboration among parents, families, educators and students in order to provide a safe, healthy, and supportive environment that promotes the emotional, social, and psychological wellness of each student.
3. Deliver experiences that promote creative expression, critical thinking and leadership.
4. Support fundraising efforts that go beyond the regular school and district budget, that will:
  - a. Benefit students with rigorous and innovative programs;
  - b. Build, support and retain a caring and highly trained staff; and
  - c. Ensure Grant Watts has the necessary tools to teach.

### SECTION 2: GENERAL POLICIES

1. GWPO shall be noncommercial, nonsectarian and nonpartisan.
2. The business of GWPO shall be education, enrichment, fundraising, and social and community activities.

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3. GWPO shall not seek to either direct the administrative activities of Grant Watts or control its policies, but rather seek to work as a cooperating partner in the education process.
4. Neither the name of GWPO no the name of any of its members or officers in their official capacity shall be used in connection with any commercial concern, with any partisan interest, or for any purpose other than the business of GWPO.
5. GWPO, nor its members in their official capacity, shall participate or intervene in any political campaign, on behalf of or in opposition to any candidate for public office or attempt to influence legislation.
6. No member of GWPO shall receive financial remuneration or in-kind contributions in exchange for their role in facilitating the business of GWPO.
7. GWPO may not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to/for any GWPO member.
8. GWPO membership list shall not be used for any purpose except the business of GWPO.
9. The organization may cooperate with other organizations and agencies.

### **SECTION 3: MEMBERSHIP**

1. The membership of this organization will be open to any interested parents, guardians or persons directly affiliated with a Grant Watts student.
  - a. Educators will be allowed to attend the full duration of meetings, as long as they have a child at Grant Watts. They will be expected to recuse themselves from any vote that may present a conflict of interest.
2. This organization does not require any membership dues.
3. A member in good standing is one interested in the objectives of GWPO, willing to uphold its policies and subscribe to its bylaws.
4. All members, including the Board of Directors, will have equal rights and obligations with respect to voting, dissolution, redemption, transfer and any other matters associated with GWPO, unless otherwise noted.
  - a. In the event of a tie vote situation, the president will voice a vote that will serve as the executive decision.
5. The principal shall act as a liaison between GWPO, school policies and the district, as needed.
6. An educator representative may act as a liaison between GWPO and Grant Watts staff, as needed.

### **SECTION 4: GWPO MEETINGS**

1. GWPO will hold monthly meetings open to the GWPO membership, held at a time and place provided by the Board of Directors.
2. GWPO shall notify its members of the place, date and time of each community meeting no fewer than seven (7) days in advance of the meeting.
  - a. Notification shall be made in the usual sources of communication to inform the majority of members, including the website and/or Facebook page.
3. Meetings will be conducted by the President and Secretary of the Board of Directors, or other members as the Board may designate to report on the activities and financial condition of GWPO.

- a. If the President cannot attend, the Vice President or another member of the Board will be chosen to conduct the meeting.
  - b. If the Secretary cannot attend, then an alternate member of the Board of Directors or community will be chosen to document the meeting.
4. At each meeting, the members will consider and act upon such matters as may be raised.
5. The rules of procedure for meeting conduct, as to matters not governed by these bylaws, shall be those prescribed in *Robert's Rules of Order, Revised*.
6. GWPO meetings shall be structured so as to allow for any guest speaker to speak first with a time limit of 5 minutes for their presentation, unless previously approved by the Board of Directors. At the conclusion of the 5 minutes, the guest speaker will be asked to leave so that the meeting can proceed with GWPO membership only.
7. The spring pre-scheduled meeting of the school year will be considered the "annual meeting" whereby the members will elect directors and approve a budget, in addition to other matters that may be raised.
8. Special meetings may be called by the Board of Directors or shall be called at the request of any five GWPO members.
9. Monthly meetings may be rescheduled, as necessary.

#### **SECTION 5: VOTING**

1. All members, including the officers of the Board of Directors, will have equal rights and obligations with respect to voting, dissolution, redemption, transfer and any other matters associated with GWPO, unless otherwise noted.
  - a. Each member, with the exception of the president, is entitled to one vote on each matter voted on by members.
  - b. Individuals must vote in-person or via internet-based voting tools.
  - c. No proxy votes will be accepted.
2. Any motion for which a vote would result in a policy change, including changes to these bylaws or Articles of Incorporation, or expenditure of GWPO funds above \$1,000 and not previously approved as a part of the budget, shall be brought before the membership at a monthly meeting.
3. Those votes represented at a meeting of members will constitute a quorum unless otherwise designated in these bylaws or Articles of Incorporation, any motions shall be carried by a majority vote. A majority vote means that greater than fifty percent (50%) of the quorum voted affirmatively.
  - a. In the event of a tie vote situation, the president's vote will serve as the executive decision.

#### **SECTION 6: BOARD OF DIRECTORS OVERVIEW**

1. The Board of Directors shall consist of the following officers:
  - a. President
  - b. Vice President
  - c. Treasurer
  - d. Secretary
2. To retain our good standing with our non-profit status, three of four officers must be retained, specifically including president and treasurer.
  - a. One person is not able to serve simultaneously as president and treasurer.

3. Officers shall serve a term of one (1) year, July 1 - June 30, but no more than two (2) consecutive terms in the same officer position. Serving a portion of one (1) year is the equivalent of serving the entire year.
  - a. The officer position of President requires one (1) prior year serving on the GWPO Board of Directors.
4. Officers must have a child enrolled at Grant Watts for the length of their term.
5. Officers must have completed and passed a Grant Watts Elementary background check.
6. Officers cannot be an employee with Grant Watts Elementary while serving.
7. Officers cannot be next of kin.
8. All officers must be members in good standing with GWPO.
9. The duties of the Board of Directors shall be to:
  - a. Transact the necessary business in the intervals between monthly meetings
  - b. Create new or dissolve existing committees
  - c. Fulfill GWPO members for volunteer positions and committees
  - d. Prepare the GWPO activity calendar
  - e. Review the annual budget prepared by the Treasurer for community approval
  - f. Perform any other activities reasonably required for GWPO to accomplish its objectives
10. An officer may resign at any time by delivering written notice to the Board of Directors, or to the President. A resignation is effective immediately unless otherwise designated in the notice.
11. GWPO membership may remove an elected officer only for cause and/or no longer in good standing with GWPO and Scappoose School District.
  - a. The meeting notice must specifically state that the purpose of the meeting, or one of the purposes of the meeting, is the removal of the officer.
  - b. An officer may be removed by a 2/3 majority vote of members in attendance at a community meeting.

## **SECTION 7: OFFICER ELECTIONS**

1. All officers will be elected at an annual spring meeting.
2. Officers will be elected based on a plurality vote, or most votes cast for each officer position will win the seat.
3. All votes shall be made by secret ballot and counted by the Secretary.
  - a. Ballots may be in written form or an internet-based voting tool that ensures anonymity and one vote for attending GWPO member during the designated voting period.
  - b. Ballots are not retained after the conclusion of the meeting in which an officer is elected.
4. Incoming Board Members shall assume their duties July 1, at the start of the fiscal year and their term, unless otherwise determined.
5. The officer shall continue to serve - despite the expiration of the officer's term - until the successor is elected, designated or appointed, or until the position is eliminated.

## **SECTION 8: DUTIES OF DIRECTORS**

1. All officers shall:

- a. Regularly attend GWPO Board meetings and community meetings and inform the President if unable to do so.
  - b. Perform the duties described in the Bylaws and any additional duties which may be occasionally assigned.
  - c. Be responsible for all appropriate correspondence and acknowledgements within their area of responsibility.
  - d. At the final Board Meeting of the school year, deliver to their successors all papers, files and records pertaining to their duties and responsibilities.
  - e. Perform such duties as may be delegated by the President.
  - a. Collaborate transparently with the Treasurer to draft a budget for the upcoming school year.
  - b. Update the GWPO website ([www.gwpo.org](http://www.gwpo.org)), using current information and managing, soliciting and publishing content.
  - c. Administer email accounts assigned to GWPO Board members.
  - d. Serve as administrator and support content for GWPO's social media, specifically Facebook.
2. The President shall:
- a. Preside at all GWPO monthly meetings.
    - i. Prepare and distribute the agenda for all GWPO community meetings as required by these Bylaws.
  - b. The president shall be an informal member of all committees.
  - c. Coordinate the work of the Board of Directors.
  - d. Administer the main email account as the primary administrator.
  - e. Act as a liaison between GWPO and the Principal, with at least one private meeting annually.
    - i. The President shall be the official representative for GWPO to the Administration and, under direction of the general membership, shall act on behalf of GWPO with the Administration.
    - ii. Collaborate with Administration for the upcoming school year activity calendar.
  - f. Monitor GWPO funds with the Treasurer to ensure appropriate transactions.
  - g. Perform other duties as necessary for the operation and well-being of GWPO and Grant Watts Elementary.
3. The Vice President shall:
- a. Perform the duties of the President in the absence or inability of that officer to act.
  - b. Ensure proper acknowledgements to all sponsors, donors and contributors.
  - c. Ensure proper acknowledgement for all Leads and committees throughout the year.
4. The Secretary shall:
- a. Keep an accurate record of official business transacted at each Board meeting and community meetings, including a list of members in attendance.
    - i. Post the recorded meeting minutes for each community meeting within one week of the meeting date.

- b. Have on-hand at each meeting (for reference), a copy of these Bylaws, minutes of previous meetings and a list of all committees and their chairs.
  - c. Ensure digital and physical files are saved and up to date in filing systems (e.g., Google drive).
  - d. Keep all corporate records as indicated by the Bylaws up-to-date (with the exception of accounting and financial statements).
  - e. Oversee the election and ensure that each election is conducted in a fair manner.
    - i. Create the ballot used by GWPO to vote for officers at the annual meeting.
5. The Treasurer shall:
- a. Manage GWPO funds with the President to ensure appropriate transactions, adhering to all standards by these Bylaws.
  - b. Maintain financial and audit records as required by these Bylaws.
  - c. Ensure that all GWPO funds are maintained in a bank or savings and loan association insured deposit account as directed by the Board.
  - d. Receive all monies of GWPO, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approved budget as authorized by GWPO
    - i. Present a budget update at every Board and community meeting.
  - e. Administer the treasurer email account as the primary administrator.
  - f. Renew yearly Board of Directors insurance coverage.
  - g. Be responsible for ensuring the filing of annual reports to the Internal Revenue Service, Oregon Department of Justice and other governmental bodies as required by law, including maintaining registration status with the Oregon Corporate Division.
    - i. File the Annual Report with the Oregon Secretary of State.
    - ii. File the CT-12 and 999-EZ.
6. The Member-at-Large shall:
- a. Serve in a supportive role to the Board of Directors.
  - b. Organize and/or provide support for any Board projects that further the mission of GWPO, based on the needs of the current year, as identified by the Board of Directors. Examples include, but are not limited to community surveys, facility improvement projects, additional community outreach, and volunteer or communication initiatives.

## **SECTION 9: BOARD OF DIRECTORS MEETINGS**

1. The Board of Directors shall meet regularly throughout the academic year to conduct the day-to-day business of GWPO.
  - a. A Board meeting shall be called by two or more members of the Board.
  - b. 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.2.
2. Meetings of the Board must offer advance notice to each officer of the date, time and place of the meeting. Notification can be in physical or electronic form.

- a. A quorum of the Board of Directors consists of a majority of the number of officers at the time of the meeting notification.
- b. If a quorum is present when a vote is taken, the affirmative vote of a majority of officers present when the act is taken is the act of the Board of Directors.
- c. Officers must recuse themselves for votes in which the officer has a conflict of interest. A conflict of interest occurs when an officer of GWPO has a direct or indirect interest.

## **SECTION 10: COMMITTEES**

1. The Board of Directors will recruit, coordinate and fill the following *standing* lead and committee positions:
  - a. Financial audit committee
  - b. Annual Auction committee
  - c. Learning Garden committee
  - d. Apparel sales lead
  - e. Box Tops lead
  - f. Yearbook lead
  - g. Token Store lead
  - h. Bingo Night lead
  - i. Fall Harvest Festival lead
  - j. Hearts & Arrows Dance lead
  - k. Family Movie Night lead
2. The Board of Directors shall be responsible for *standing* committee success:
  - a. Facilitating the transition from previous to new leads.
  - b. Securing a classroom liaison for each class in Grant Watts Elementary, who will serve as a resource between classrooms and GWPO.
3. The Board of Directors can create new *special* committees that shall:
  - a. Initiate with a motion and majority vote by GWPO members.
  - b. Include members that wish to be involved and can participate.
  - c. Exist as long as it takes to investigate a topic/issue not covered by standing committees.
  - d. Provide a comprehensive written report and potentially a recommendation for action for the consideration of the Board of Directors and GWPO members.

## **SECTION 11: FINANCIAL POLICIES**

1. GWPO's fiscal year is July 1 to June 30.
2. The Board of Directors is responsible for ensuring the organization's good standing, including:
  - a. Corporate registration and annual renewal to the Secretary of State
  - b. Registration and annual report to the Oregon Department of Justice
  - c. Annual Federal and state tax reports
3. A budget shall be prepared and approved by the GWPO members at the annual spring meeting for the following school year.

- a. The Treasurer must provide an up to date YTD financial statement at each GWPO monthly meeting within the meeting agenda and minutes.
  - b. Spending beyond this budget must be requested with a Spending Request Form and voted on by GWPO membership at the monthly meetings.
  - c. GWPO shall retain a contingency fund sufficient to cover the annual expenses of all GWPO functions.
  - d. The officers may approve a deviation of less than \$500 from the budget by a unanimous vote in the event that a delayed decision is untimely. The decision must be reported at the following monthly meeting.
  - e. A minimum \$20,000 one-year spending budget shall remain untouched in GWPO's banking accounts. This amount acts as a contingency fund and provides funds to begin GWPO operations for the next school year.
4. All GWPO funds shall be maintained in an insured deposit account, money market account, or certificate of deposit in a bank, credit union, or savings and loan institution as directed by the Board of Directors.
  5. Two (2) members of the Board of Directors must be named on the accounts. These Board of Directors must be, but not limited to, President and Treasurer. Those with signing authority must not be related to nor domestic partners of any others with signing authority.
    - a. A non-check-signing Board Member shall be responsible for bank statement reconciliation each month.
  6. Financial Audit:
    - a. The budget shall be reviewed bi-annually (January and June) by a financial review committee of at least two (2) volunteer GWPO members, along with the President and Treasurer.
    - b. The review committee shall generate a signed report that will be presented to the Board of Directors, made available to community members, and kept with other corporate records.
  7. Anything physical purchased by GWPO becomes the property of Grant Watts Elementary School, not the staff member.
  8. Reimbursements:
    - a. All community members are expected to act responsibly, professionally and truthfully when incurring and submitting costs for reimbursement.
    - b. All reimbursements must be made by check. Authorized signatures on GWPO checks shall include the President or Treasurer. The signature on any check cannot be the payee.
    - c. Individuals requiring reimbursement must submit a Reimbursement Form along with the original or photocopy receipt or invoice to the Treasurer.
    - d. Before authorizing payment, the Treasurer and President shall ensure that the proper documentation has been submitted (e.g., invoice, Request for Reimbursement, receipts, etc.) and that the requested amount is within the approved budget, or that it has been approved and documented in the minutes of a monthly meeting.
    - e. Reimbursement submission is recommended and encouraged within 30 days of purchase and within the current fiscal year. Receipts submitted after 3 months will not be reimbursed.



- f. Reimbursements for expenses incurred on behalf of GWPO will be made by the treasurer within seven (7) days of receiving the request.
9. Payments:
    - a. All payments must be by check or debit card.
    - b. Paperwork, including electronic records, for each check written shall be kept in the Treasurer's books with receipts. If receipts are not available, the Treasurer shall note why they are missing on the paperwork.
  10. Event / Activity Money Collections:
    - a. When tickets are used to sell something, they shall be used in numerical order and have a control sheet to track their use. Starting and ending ticket numbers shall be recorded and the adults counting cash shall verify that the cash amount matches the number of tickets used.
    - b. GWPO funds shall go directly from the school to the bank for deposit. If the bank is not open, monies will be stored in the school safe or with a GWPO board member only if monies have been dual-counted and signed by two board members prior to departure from an event/activity.
      - i. All monies raised for GWPO must be documented with a bank deposit receipt and on the Cash Counting Worksheet form.
  11. Teacher Appreciation Allowances:
    - a. Monies shall be awarded to approved staff members from the annual budget to help with needed classroom supplies and enhancements, and shall be identified as a "Teacher Appreciation Allowance" and not be referred to as a stipend. The availability of these monies shall be reviewed and evaluated regularly during the GWPO budget session concluding each school year.
    - b. Availability of a one-time grant will be considered for new incoming teachers to Grant Watts Elementary, in the equivalent of the "Teacher Appreciation Allowance" and shall be drawn from the contingency funds and voted by GWPO members during a monthly meeting.
  12. Gifting:
    - a. GWPO shall not be responsible for gifting retirement parties for retiring staff at Grant Watts Elementary School. GWPO shall offer \$25 maximum to purchase a parting gift for each retiring staff member per year.
      - i. Members can volunteer to help organize, serve and clean-up at a party if they choose to do so.
    - b. Board of Directors exiting shall be given a parting gift from the organization, not to exceed more than \$50.

## **SECTION 12: RECORDS**

2. GWPO must keep a copy of the following records in electronic or physical form:
  - a. Records of minutes of all meetings of its members and Board of Directors, a record of all corporate action taken by the members or officers without a meeting, and a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of GWPO in perpetuity;
  - b. Financial and audit records for a minimum of seven (7) years;
  - c. Written communications required by the Oregon Nonprofit Corporation Act and those regarding general membership matters made to members within the past three (3) years;

- d. The most recent annual report delivered to the Secretary of State;
  - e. A list of the names and home addresses of the current officers; and
  - f. Tax documents per IRS and state laws for a minimum of seven (7) years.
  - g. Financial Audit Committee reports
  - h. The last three annual financial statements and/or budgets of GWPO
  - i. Documents verifying 501(c)(3) status
3. GWPO must keep a copy of the following records in electronic or physical form, available to members and the community via the website:
    - a. Articles or restated Articles of Incorporation and all amendments to them currently in effect;
    - b. Bylaws or restated bylaws and all amendments to them currently in effect;
    - c. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years
  4. A member is entitled to inspect and copy, at a reasonable time and location specified by GWPO, any of the records of GWPO if the member gives GWPO seven (7) days written notice.

### **SECTION 13: AMENDMENTS**

1. All changes and revision of these bylaws must be approved by the Board of Officers prior to a vote by the GWPO community and receive a 2/3 vote of members at any meeting where previous notice has been given.

### **SECTION 14: GOVERNANCE**

1. GWPO will be governed in accordance with the Oregon Nonprofit Corporation Act, the Articles of Incorporation and these bylaws.
2. Unless the Articles of Incorporation provide otherwise, GWPO has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

### **SECTION 15: EVENT OF DISSOLUTION**

1. In the event that GWPO is dissolved, all of its assets thereof, after payment of the organization's debts and other liabilities, shall be distributed to the Grant Watts Elementary School Student Body fund.