

## **BYLAWS for BONNY SLOPE COMMUNITY ORGANIZATION, INC.**

The name of this organization is Bonny Slope Community Organization, Inc., also known as BSCO.

### **SECTION 1: PURPOSE**

The purpose of BSCO is to:

1. Promote the total well-being of the students of Bonny Slope Elementary School (“BSE”) and enhance their learning experience;
2. Foster teamwork among parents, teachers, staff and students as to provide a healthy and constructive learning environment for each student;
3. Establish and promote open communication among parents, teachers, staff and students as to better facilitate community involvement and commitment;
4. Support and enhance the mission of BSE; and
5. Aid BSE to raise funds for projects beyond the regular school budget.

### **SECTION 2: POLICIES**

The policies of BSCO shall include but are not limited to:

1. BSCO shall be noncommercial, nonsectarian, and nonpartisan.
2. The business of BSCO shall be education, enrichment, fundraising, and social and community activities.
3. BSCO shall not seek either to direct the administrative activities of BSE or control its policies.
4. Neither the name of BSCO nor 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 BSCO.

5. BSCO nor its members in their official capacity shall participate in or intervene in any political campaign, on the behalf of or in opposition to any candidate for public office, or attempt to influence legislation.
6. No member of BSCO shall receive financial remuneration or in-kind contributions in exchange for his or her role in facilitating the business of BSCO.
7. BSCO may not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to or for any BSCO member.
8. BSCO's membership list shall not be used for any purpose except the business of BSCO.

### **SECTION 3: MEMBERSHIP**

1. All parents (or guardians), teachers and staff associated with BSE are members of BSCO.
2. A member in good standing is one interested in the objectives of BSCO, willing to uphold its policies and subscribe to its bylaws.
3. All members will have the same rights and obligations with respect to voting, dissolution, redemption, transfer, and any other matters associated with BSCO, unless otherwise stated in these bylaws.

### **SECTION 4: COMMUNITY MEETINGS**

1. BSCO will hold a minimum of three (3) meetings per year open to all community members. These community meetings will be held at a time and place fixed by the Board of Directors before the school year begins.
2. 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 BSCO.
3. If the President cannot attend then the Vice President or another member of the Board will be chosen by the President to conduct the meeting. If the Secretary cannot attend then the Secretary will choose an alternative from the Board of Directors or a community member at-large.

4. At each meeting, the members will consider and act upon such matters as may be raised consistent with the notification requirements in Section 4.6.
5. The last pre-scheduled meeting of the school year will be considered the annual meeting where the members will elect directors and approve a budget, in addition to other matters as may be raised consistent with the notification requirements in Section 4.6.
6. BSCO shall notify its members of the place, date and time of all community meetings no fewer than ten (10) days ahead of the meeting.
  - a. Notification can be in physical or electronic form, via the usual places the Board of Directors uses to inform the majority of members of BSCO activities.
  - b. The notice must include a description of any matter or matters which must be approved by the members.
  - c. 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 BSCO 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.
7. Each member is entitled to one vote on each matter voted on by the members. Individuals must vote in person; no proxy votes will be accepted.
8. 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.
9. 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.
10. Community meetings may be rescheduled or additional community meetings may be called from time-to-time by the Board of Directors as necessary.

## **SECTION 5: BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the following officers: President, Vice President, Secretary, Treasurer, Director of Committees, Director of Volunteers, Director of Communications, and Member at Large.

2. The duties of the Board of Directors shall be to:
  - a. Transact the necessary business in the intervals between community meetings;
  - b. Create new or dissolve existing standing committees, special committees, or both;
  - c. Review and present for approval the BSCO portion of the school calendar;
  - d. Review the annual budget prepared by the Treasurer before community approval; and
  - e. Perform any other activities reasonably required for BSCO to accomplish its objectives.
3. All directors must be members in good standing of BSCO.
4. Any office may be shared with a second member, to a maximum of 9 (nine) total Board members.

## **SECTION 6: BOARD OF DIRECTOR ELECTIONS**

1. All directors will be elected at each annual meeting.
  - a. A nominating committee, consisting of three or more members who will not be on the next year's Board, shall designate a nominee for each Board position.
  - b. The nominating committee shall use all reasonable means to solicit the names of persons willing to serve as officers of BSCO. Notification should be in physical or electronic form, via the usual places the Board of Directors uses to inform the majority of members of BSCO activities.
  - c. The nominating committee shall report to the membership prior to the election meeting the name of a candidate or candidates for each office. 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. All votes shall be made by secret ballot.
  - e. Incoming Board members shall assume their duties at the close of the annual meeting.

2. The term of each director will be one (1) year. Directors may be elected for successive terms but no director may serve in the same officer position for more than two (2) consecutive years. Each director may serve a maximum of six (6) years on the Board of Directors. Serving a portion of one (1) year is equivalent to serving the entire year.
3. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until the Board position is eliminated.
4. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary. A resignation is effective immediately unless otherwise designated in the notice.
5. The members may remove one or more directors elected by them only for cause.
  - a. A director may be removed by a 2/3rds majority vote of members in attendance at a community meeting.
  - b. The meeting notice must state specifically that the purpose of the meeting, or one of the purposes of the meeting, is removal of the director.
6. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, a majority vote of the Board of Directors may fill the vacancy. That vacancy shall be filled for the remainder of the unexpired term. A vacancy does not need to be filled as long as there are five (5) directors active.

## **SECTION 7: DUTIES OF OFFICERS**

1. All officers shall:
  - a. Regularly attend BSCO 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.

2. The President shall:

- a. Preside at all BSCO community meetings and at all BSCO Board meetings. The president shall be an informal member of all committees.
- b. Prepare and distribute the agenda for all BSCO community meetings as required by these Bylaws.
- c. Act as a liaison between BSCO and the Principal of BSE, with at least one private meeting annually. The President shall be the official representative for BSCO to the Administration of BSE and, under direction of the general membership, shall act on behalf of BSCO with the Administration of BSE.
- d. Ensure representation of BSCO at all regular meetings of the District parent group officers' meetings.
- e. Coordinate the work of the Board of Directors.
- f. Monitor BSCO funds with the Treasurer to ensure appropriate transactions.
- g. Each spring, work with Bonny Slope administration to create the next school year's Dates to Remember calendar.
- h. Each spring, work with the Treasurer to draft a budget for the upcoming school year, which will be approved by the Board prior to a community vote.
- i. Perform other duties as necessary for the operation and well-being of BSCO and BSE.

3. The Vice President shall:

- a. Perform the duties of the President in the absence or inability of that office to act.
- b. Act as a liaison between the fundraising committee leads and the Board.
- c. Ensure proper acknowledgements to all sponsors, including in-kind donations.

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.
  - 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. Post the recorded meeting minutes for each community meeting within two weeks of meeting date.
  - d. Renew yearly insurance coverage with a minimum of \$50,000 bond.
  - e. File the Annual Report with the Oregon Secretary of State.
  - f. Keep all corporate records as indicated by the Bylaws up-to-date (with the exception of accounting and financial statements).
  - g. Responsible for recruiting, coordinating and filling the Board nominating committee.
  - h. Oversee the election and ensure that each election is conducted in a fair manner. Create the ballot used by BSCO to vote for officers at the annual meeting.
5. The Treasurer shall:
- a. Receive all monies of BSCO, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approved budget as authorized by BSCO.
  - b. Present a financial statement at every Board and community meeting.
  - c. Be responsible for ensuring the filing of annual reports to the Internal Revenue Service and other governmental bodies as required by law, including maintaining registration status with the Oregon Corporate Division. This includes, but is not limited to CT-12 and 999-EZ.
  - d. Monitor BSCO funds with the President to ensure appropriate transactions, adhering to all standards set forth by Section 9 of these Bylaws.
  - e. Ensure that all BSCO funds are maintained in a bank or savings and loan association insured deposit account as directed by the Board.
  - f. Maintain financial and audit records as required by these Bylaws.

- g. Each spring, work with the President to draft a budget for the upcoming school year, which will be approved by the Board prior to a community vote.
- 6. The Director of Committees shall:
  - a. Oversee and support all Committee event efforts.
  - b. Keep a list of committees and their general duties.
  - c. Act as a liaison between all Committee Leads, not including fundraising leads, and the Board.
  - d. Report on activities and upcoming committee needs at all community meetings.
  - e. Ensure proper acknowledgement for all Committee Leads throughout the year.
  - f. Responsible for recruiting, coordinating and filling Committee Lead positions. Facilitate transition from previous to new leads.
- 7. The Director of Volunteer Support shall:
  - a. Oversee and support all classroom and school-wide support efforts.
  - b. Act as a liaison between school staff and school volunteers, in order to maintain a well-coordinated school volunteer program.
  - c. Organize at least one Volunteer Orientation for incoming parents.
  - d. Responsible for recruiting, coordinating and filling volunteer positions including at least one classroom coordinator and party coordinator for each academic classroom and acting as a liaison for these coordinators.
  - e. Directly coordinate school office-based activities as needed.
  - f. Oversee management and use of volunteer management software within BSE.
  - g. Attend District Volunteer Coordinator meetings and follow District guidelines.
  - h. Ensure the Volunteer Handbook is annually updated.
- 8. The Director of Communications shall:



- a. Responsible for the official BSCO website ([www.bonnyslopebsco.org](http://www.bonnyslopebsco.org)), updating current information and managing, soliciting and publishing content including blog posts.
  - b. Administer email accounts assigned to BSCO Board members and Committee Leads.
  - c. Serve as administrator of all official BSCO social media.
  - d. Act as liaison with the Bonny Slope administration and front office for all community communication needs.
9. The Member-at-Large shall:
- a. Serve in a supportive role to the duties of the President and Board of Directors.
  - b. Organize and/or provide support for any Board projects that further the mission of BSCO, 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.
  - c. Remain vacant until all other Director offices are filled.

## **SECTION 8: MEETINGS AND ACTION OF THE BOARD**

1. The Board of Directors shall meet regularly throughout the school year to conduct the day-to-day business of BSCO.
2. Meetings of the Board must be preceded by at least two (2) days notice to each director of the date, time and place of the meeting. Notification can be in physical or electronic form, via the usual places the Board of Directors uses to inform other members of BSCO activities.
3. A Board meeting shall be called by two or more members of the Board.
4. A quorum of the Board of Directors consists of a majority of the number of directors at the time of the meeting notification.

5. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the Board of Directors. An affirmative vote consists of fifty percent (50%) of those present plus one (1) additional vote.
6. 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.
7. Directors must recuse themselves for votes in which the director has a conflict of interest. A conflict of interest occurs when a director of BSCO has a direct or indirect interest.

## **SECTION 9: TREASURY**

1. BSCO's fiscal year is July 1 to June 30.
2. All BSCO 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.
3. At least two (2) and up to four (4) members of the Board of Directors must be named on the account. 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.
4. All payments must be by check, BSCO debit card or ACH transfer.
5. All community members are expected to act responsibly, professionally and truthfully when incurring and submitting costs for reimbursement. The organization will reimburse members for reasonable expenses on pre-approved business. This includes, for example, food, vendors, supplies, decorations, and purchases made on behalf of the organization.
  - a. The original or a picture of original receipts are required for reimbursement of all expenses.
  - b. Receipts must be accompanied by a summary of the nature and purpose of the expense.
  - c. Reimbursement submission is recommended and encouraged within 30 days of purchase and within the current fiscal year. Receipts submitted after 6 months will not be reimbursed.

6. Before authorizing payment, the Treasurer and President shall ensure that the proper documentation has been submitted (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 BSCO meeting. If the Treasurer or President is the subject of reimbursement then another Board member must sign off on the proper documentation before reimbursement can occur.
7. 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.
8. All BSCO money shall be spent in accordance with Section 1.
9. During special events cash boxes shall be monitored at all times by two members. All collections and counting shall be done on premise by at least two non-related members, with one (1) a Board member unless a Board member is not available. Neither member shall be the person responsible for reconciling bank statements. The members counting will both sign a document outlining the amount counted. That money and the document shall be given directly to the Treasurer or remain secured at BSE until collection by the Treasurer, and that document will remain with the accounting records and made available for bank reconciliation.
10. 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.
11. A non-check-signing member who is not the Treasurer shall be responsible for bank statement reconciliation at the end of each month.
12. An audit committee, comprising of the incoming Treasurer, incoming President and a member not on the incoming or outgoing Board nor related to nor a domestic partner of an incoming or outgoing Board member, shall audit the previous year's Treasurer book. The audit shall occur no earlier than July 1 and be completed no later than August 31. The audit 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.
13. A minimum of \$20,000 (twenty thousand dollars) shall remain in the general checking account at the end of each school year. This amount acts as a contingency fund and provide operating funds to begin BSCO operations for the next school year.

## **SECTION 10: RECORDS**

1. BSCO 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 Directors 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 BSCO 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 directors and officers; and
  - f. Tax documents per IRS and state laws for a minimum of seven (7) years.
2. BSCO must keep a copy of the following records in electronic form and make available to the community at-large via its 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;
  - d. The last three annual financial statements and/or budgets of BSCO; and
  - e. Documents verifying 501(c)(3) status.
  - f. Audit committee reports.
3. A member is entitled to inspect and copy, at a reasonable time and location specified by BSCO, any of the records of BSCO if the member gives BSCO five (5) days written notice.

## **SECTION 11: AMENDMENTS**

1. All changes to these bylaws must be approved by the Board of Directors prior to a vote by the BSCO community.

## **SECTION 12: OTHER**

1. BSCO 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, BSCO 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.
3. In the event that BSCO is dissolved, all of its assets shall be distributed in accordance with the decisions or plan made by the previous year's Board of Directors and consistent with these bylaws and the Articles of Incorporation.