

**BYLAWS OF  
BENTONVILLE PARENT TEACHER ORGANIZATION, INC.  
AND IT'S MEMBER ORGANIZATIONS**

Revision Date: 5/9/19

**Article 1: Name and Membership**

The name of the corporation shall be Bentonville Parent Teacher Organization, Inc. (BPTO) and the corporation shall have members, which shall be Parent Teacher Organizations (school PTOs) at schools within Bentonville School District; No.6 (District). No parent teacher organization which is affiliated with any national teacher association will be eligible to be a member.

**Article 2: Purpose**

These By-laws shall provide for governance of the BPTO and its school PTOs. BPTO shall be responsible for providing guidance and assistance for school PTOs with respect to their business and affairs. The purpose of each school PTO shall be to aid the students, staff and parents of their respective schools by providing support for their educational and recreational needs, also to promote open communication between the administration, teachers and parents.

**Article 3: Policies**

BPTO and its school PTOs shall accomplish their objectives through volunteer service and shall be governed by the basic policies set forth in these bylaws.

BPTO and its school PTOs shall be non-commercial, non-sectarian, and nonpartisan, and operate only for the purposes related to the objectives.

BPTO and its school PTOs shall seek neither to direct the administrative activities nor to control the policies of the school district or its various schools. Instead, the BPTO and school PTOs shall cooperate with the school and the school district to enhance the educational environment. Nothing in these bylaws shall be construed to prohibit or discourage individual members of PTOs from seeking to influence the policies of the school district.

BPTO and its school PTOs may cooperate with other organizations, provided its representative makes no commitments that bind the BPTO or a school PTO without the approval of that organization.

In the event of the dissolution of the BPTO or a school PTO, all outstanding liabilities shall be paid in full, the remaining assets shall be distributed in the proportion to the size of other organizations that replace it, or shall be distributed for one or more of the exempt purposes specified in the section 501(c) 3 of the Internal Revenue Code of 1954 as amended to benefit each school PTO in the Bentonville School District No. 6, or the community on behalf of the students. No benefit shall accrue to any individual in the BPTO or school PTO.

All BPTO and PTO officers shall comply with all federal and state laws.

## **Article 4: Membership and Dues**

Every parent, grandparent, guardian, person standing in loco parentis to any student, teacher, staff member and student of the Bentonville Public School District who subscribes to the bylaws, objectives and policies of the school PTO shall be eligible for membership in a PTO at that school.

The principal of each school, or the administrator or staff member as designated by the principal, will be considered an ex-officio member of the school PTO and a member of the school PTO Board. (Ex-officio is a nonvoting member of the entity.)

Dues for membership in a school PTO shall be determined annually by the school PTO's board, subject to confirmation by the membership of the school PTO. PTO membership is valid for one school year. Any money due to the BPTO by its school PTO's shall be determined by the BPTO board on an annual basis.

Each school PTO shall conduct an annual enrollment of members and maintain a membership list for each fiscal year. The school PTO may admit persons to the membership at any time. Members of the school PTO, except the school principal or designee, shall be eligible to vote in business meetings and serve on the school PTO board.

## **Article 5: Officers of BPTO**

The business and affairs of the BPTO shall be managed by the elected officers. These officers are the President, Vice President, Treasurer, Treasurer- Elect, and Secretary, as listed in the Articles of Incorporation. Bentonville Public School employees may hold any position on the BPTO or a school PTO board except for the position of Treasurer.

### **Election and Terms**

These officers are to be elected by the last BPTO meeting of each school year with their term to take effect on July 1 ending June 30. Any vacancy in office shall be filled by the BPTO Board from among its members.

BPTO officers shall hold office for the term of one year and may be elected for no more than three consecutive terms without the break of at least one term, unless such restriction is waived by a majority vote of the BPTO membership. Unless waived by a majority vote of the BPTO membership, the BPTO President shall have served on the BPTO Board for at least *one (1)* term prior to election as President.

### **Succession**

All outgoing BPTO board members shall deliver to their successor all applicable official materials and reports related to their office and shall provide guidance and training to the respective incoming board members within *thirty (30) days* following the election but prior to *June 30*.

**Resignation of an Officer:**

In the event that a BPTO officer resigns from their position during the school year, the following steps should be taken: the resignation must be submitted in writing to the BPTO president. The resigning officer should turn over any documentation or files related to their position within 14 days of submitting their resignation to the BPTO president. The resignation should be noted in the meeting minutes of the next scheduled BPTO meeting. The resigning officer should then be removed as a signor from the BPTO bank account within 14 days of their resignation. The BPTO board shall find a replacement for the resigning officer and vote them into office by a majority vote of the membership

**Duties:** The BPTO Board may assign additional duties as necessary.

**President:**

The President shall preside over all meetings of the BPTO, shall seek to carry out the purposes of the BPTO as provided herein, and shall serve as spokesperson (or designate an appropriate spokesperson) for the BPTO. The President shall preside over all meetings of the executive committee. The President shall serve as an ex-officio member of all committees.

The President shall conduct an annual training session for all incoming school PTO officers after the annual election of school PTO officers and prior to the beginning of the new school year. This training shall include but not be limited to a review of the governing documents of the BPTO including Bylaws, Treasurer Controls, Procedures, etc., as well as key operational needs for each PTO. The President will report to the BPTO membership on the status of this training.

**Vice President:**

The Vice President shall preside over all meetings when the President is absent. The Vice President shall perform such other duties as are assigned by the President(s) or the Board.

The Vice President shall be the Chair of the Nominating Committee and the Bylaw Review Committee.

**Secretary:**

The Secretary shall keep the minutes of the BPTO meetings and submit them to the BPTO members for approval at the next regularly scheduled meeting.

The Secretary shall prepare and maintain an annual list of BPTO and school PTO officers. This list shall be compiled and provided to the BPTO Board and the school PTO officers by **July 1** for the following school year. The secretary will maintain the BPTO web site and send monthly meeting

reminders.

**Treasurer:**

The Treasurer must safeguard the financial assets of the corporation, maintain adequate financial records of the corporation, and prepare and submit an annual budget to the BPTO Board. They will submit monthly financial statements to the BPTO Board for approval and a vote by the membership. These documents include but aren't limited to a current internal financial report, current bank statement, and bank reconciliation. The Treasurer will oversee the completion by the Treasurer of school PTO's of all required schedules and forms for the preparation of the tax return.

The incoming Treasurer shall arrange for the end of year internal audit for BPTO records and shall collect internal audits for school PTOs no later than **July 15** of each year for the year ended **June 30**.

The Treasurer is responsible for submitting the sanctioning fund renewal application and documentation to the District on behalf of the BPTO and all school PTOs necessary to maintain its sanctioning fund approval status as outlined in Article 13 below. This submission shall occur no later than October 1.

The BPTO Treasurer will work closely with the Treasure-Elect by providing training on all materials, reports and time line requirements necessary to perform the role. The BPTO Treasurer will also train the Treasurer-Elect to ensure that all requirements are met to maintain all areas of compliance of the BPTO and to maintain the BPTO income tax-exempt status.

**Treasurer- Elect:**

Due to the depth of responsibilities of the BPTO Treasurer and to maintain continuity in the function of the BPTO Treasurer's role in the organization, a Treasurer-Elect shall be elected by the BPTO membership. The Treasure-Elect will serve two years, one year as Treasurer- Elect and the following year as Treasurer.

**Article 6: BPTO Membership**

The BPTO membership shall be comprised of officers from each individual school PTO and officers of the BPTO. The school PTO's representative shall be its President or his/her appointed officer designee. At least one officer from each school PTO must attend each scheduled BPTO meeting. In the event that a school PTO officer from a school cannot attend, they can designate a PTO member in good standing to attend. That designee will be a non-voting participant in the meeting. It is encouraged that all officers attend the annual Best Practices meetings hosted by the BPTO.

**Article 7: Officers of School PTOs**

The business and affairs of each school PTO shall be managed by a board consisting of a minimum of the following four officer positions: President, Vice President, Treasurer, and

Secretary. Bentonville Public School employees may hold any position on the BPTO or a school PTO board except for the position of Treasurer.

### **Election and terms**

These officers are to be elected by the last school PTO meeting of each school year with their term to take effect on July 1 ending June 30. Any vacancy in office shall be filled by the school PTO Board from among its members.

School PTO officers shall hold office for the term of one year and no person may be elected to more than two consecutive terms as an officer without a break of at least one term, unless such restriction is waived by a majority vote at a regularly called meeting.

Upon completion of the election, the school PTO Secretary shall provide the BPTO Secretary the results of the election along with the names, addresses, phone numbers and emails of the elected officers. Any vacancy in office shall be filled by the school PTO Board from among its members.

### **Succession**

All outgoing school PTO board members shall deliver to their successor all applicable official materials and reports related to their office and shall provide guidance and training to the respective incoming board members within *thirty (30) days* following the election but prior to June 30.

### **Resignation of a School Officer:**

In the event that a school PTO officer resigns from their position during the school year, the following steps should be taken: The resignation must be submitted in writing to the school PTO president. The school PTO president shall immediately notify the BPTO president of any board resignations. The resigning officer should turn over any documentation or files related to their position within 14 days of submitting their resignation to the school PTO president. The resignation should be noted in the meeting minutes of the next scheduled PTO meeting. The resigning officer should be removed as a signor from the PTO bank account within 14 days of their resignation. The school PTO board shall find a replacement for the resigning officer and vote them into office by a majority vote of the membership. The school PTO secretary shall provide the name and contact information of the new officer to the BPTO secretary upon being voted into office.

### **Duties**

The board may assign additional duties as deemed necessary.

### **President:**

The President(s) shall serve as a liaison between the Principal and the board as well as the school PTO. The President shall schedule meetings, prepare agendas, and conduct board meetings. The President shall preside at any such meetings, shall seek to carry out the purposes of the BPTO as provided herein, and shall serve as spokesperson (or designate an appropriate spokesperson) for the school PTO. The President shall serve as an ex-officio member of all

committees. The President shall be a member of and attend BPTO meetings unless another person is designated to do so.

**Vice President:**

The Vice President shall perform the duties of the President in the absence or inability of that officer to serve, and perform specific duties as assigned to their respective positions by the President or the board. The Vice President shall be the chair of the Nominating Committee.

**Secretary:**

The Secretary shall record and distribute the minutes of all general meetings and the minutes will be submitted for approval at the next regularly scheduled meeting. The minutes shall be voted on for approval by the membership. The Secretary should maintain a current copy of the bylaws and membership for each fiscal year.

**Treasurer:**

The Treasurer will prepare the budget for the fiscal year with the advice and approval of the board. The Treasurer shall keep current financial records as outlined and in accordance with Appendix A, to these bylaws, regarding Treasurer Controls.

The Treasurer shall prepare monthly financial documentation to include but not limited to an internal financial report, the current bank statement and a bank reconciliation report. The monthly financial documentation shall be presented to the school PTO board and membership for approval by vote and recorded and included in the meeting minutes. This information should include:

- The month's beginning balance, deposits, disbursements and ending balance.
- A comparison of year to date activity to the current fiscal year's approved budget.

**PTO Accounts**

School PTO Treasurer must ensure that all accounts remain in good standing with their financial institution. No debit or credit cards may be issued/used with any of the school PTO bank accounts.

**Annual Internal Audit**

The outgoing school PTO Treasurer will arrange for the annual internal audit to be completed and turn all internal audit forms over to the BPTO Treasurer no later than *July 15* for the fiscal year ending *June 30*. It is recommended that the incoming school PTO Treasurer be a member of the Audit Committee for the school, unless the Treasurer served on the board for that year.

**Annual Budget**

The school PTO Treasurer will arrange for the annual budget to be approved by the PTO

membership and submitted to the BPTO Treasurer by *September 15* for the current fiscal year beginning *July 1*.

Any member may review the financial records of the school PTO, except as otherwise restricted by the school PTO board.

## **Article 8: Removal of Officers**

In the event an officer is not following the duties described above or issues have arisen that members of the BPTO and school PTO feel need to be addressed the following actions shall be taken, timely:

BPTO Officers:

A. Meeting with BPTO Board:

A meeting shall be held with the BPTO Board to address issues pertaining to execution of the responsibilities of the officer in question. These issues will be addressed and a plan of action will be put into place to rectify the issues.

B. Follow up to plan of action

A review date will be put in place at the BPTO Board's discretion to revisit the addressed issues and the progress of the officer in their ability to execute their responsibilities.

C. Review

If, at the review date, the officer has fulfilled the requirements of the plan of action, the officer will return to good standing within the board.

D. Failure to meet expectations:

If, on the review date, the officer has not achieved the expectations set forth to them in the plan of action by the BPTO Board the issue will be presented to the BPTO body during its next meeting.

E. Meeting: Removal of officer

At the next BPTO meeting, a vote will be called to remove the officer.  
A *2/3rd* majority of the quorum will be needed to remove the officer.

Removal of School PTO Officers:

A. Meeting with school PTO Board:

A meeting shall be held with ALL officers of the school PTO to address issues pertaining to execution of the responsibilities of the officer in question. These issues will be addressed and a plan of action will be put into place to rectify the issues.

B. Follow up to plan of action

A review date will be put in place at the school PTO board's discretion to revisit the

addressed issues and the progress of the officer in their ability to execute their responsibilities.

**C. Review**

If, at the review date, the officer has fulfilled the requirements of the plan of action, the officer will return to good standing within the board.

**D. Failure to meet expectations:**

If, on the review date, the officer has not achieved the expectations set forth to them in the plan of action by the school PTO Board, another meeting shall be held with representation from the BPTO Executive Committee to address all unresolved issues.

**E. School PTO should then contact BPTO President to discuss, if deemed appropriate by the BPTO President, to summon a vote.**

**F. Meeting:**

If deemed appropriate by the BPTO President, at the next PTO meeting, a vote will be called to remove the officer.

A *2/3rd* majority of the quorum will be needed to remove the officer.

## **Article 9: Committees**

The BPTO Board or the school PTO Board may appoint committees (or by majority vote, may allow the President to appoint committees) as deemed necessary. Ad hoc committees shall have the authority set forth at the time of the committee's creation. Each Committee Chair should share their committee plans and budget with the executive committee at the beginning of the fiscal year and communicate regularly with the executive board on all committee activity and expenditures throughout the year.

### **Standing Committees:**

The BPTO or school PTO shall establish standing committees as deemed necessary and advisable. Such committees might include but aren't limited to: Bylaw Review, Nominating, Membership, Hospitality/Teacher Appreciation, Yearbook, Event/Carnival, Fund raising, etc. It is strongly recommended that the chairpersons for standing committees be filled prior to the end of the school year for the upcoming year.

### **Nominating Committee for BPTO and school PTOs:**

This committee shall consist of the Vice President and two other non-board members selected by the board. This committee shall be responsible for receiving all nominations for persons to serve as officers. The nominations committee shall communicate to all parents that nominations are being accepted and the deadline for submissions of nominations. This committee shall contact all persons who have been nominated to confirm their willingness to serve. The committee shall ensure that all nominees are capable and able to serve in that position. This committee shall present the slate of nominees to the school PTO or BPTO Board *thirty (30)* days prior to the last regularly scheduled PTO meeting. The slate of officers will be presented to the membership for a vote.



**Bylaw Review Committee:**

This committee shall meet on a bi-annual basis, even years, to review the bylaws and make recommendations to the BPTO membership for amendments or revisions.

**Task Force Committees:**

The President and/or board may create a task force for a specific time and/or task and shall cease to exist when that time or task is completed. The President shall appoint the chairpersons of all task force committee. Only members may serve as chairpersons. The chairperson shall report the plans and activities of the committee to the board at times specified by the board and to the membership at each regularly scheduled meeting.

**Chairperson Responsibilities for BPTO and school PTOs:**

The chairperson shall recruit the members of his/her committee. The chairperson shall report the plans and activities of the committee to the board at times specified by the board and to the membership at each regularly scheduled meeting. All Committee chair positions must be a member of the school PTO.

**Article 10: Meetings for BPTO and school PTOs****Schedule:**

All regularly scheduled meetings and key events shall be held at a time, date, and frequency as determined by the current board. The meeting schedule and shall be made communicated within fifteen (15) days of the first day of the school year. A calendar of the meeting schedule and key events shall be available within thirty (30) days of the first day of the school year. Meetings may occur in person or through electronic media such as teleconferencing, video conferencing, etc., as long as a quorum is represented and the attendees and the method of attendance is reflected in the meeting minutes.

**Method:**

Generally, meetings will be conducted informally. However, when necessary, Robert's Rules of Order Newly Revised (RONR) shall govern the meetings except as those rules might be affected by these bylaws.

**Quorum:**

Board meetings

The minimum number of board members present must be **2/3rds** in order for a meeting to be valid.

**Membership and Committee meetings:**

A quorum shall consist of the members that are present at any announced meeting of the membership.

**Voting:**

A simple majority of the quorum shall be required to pass any motion, resolution or action, to

include any financial expenditure (see Appendix A: Treasurer Controls).

#### Exception - Article 8: Removal of Officers

##### **Proxy Vote:**

Generally, proxy votes will not be allowed. If a school PTO Board feels that an exception should be made they must first obtain approval from the BPTO President. Once BPTO President approval has been obtained, the school PTO Board must vote prior to the meeting to allow a proxy vote and communicate the right to proxy vote to the membership at least 48 hours in advance. A member may give his/her proxy vote to any officer by a signed proxy or electronic communication. That proxy vote will be recorded and included in the meeting minutes.

## **Article 11: Indemnity**

##### **Directors and Officers Indemnification:**

Every person who was or is a party or is threatened to be made a party to, or is involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a director or officer of the Corporation or, is or was serving at the request of the Corporation as a director or officer of another corporation, or as its enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in Arkansas law, against all expenses, liabilities, and losses (included attorney fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such director or officer may have or hereafter acquire and, without limiting the generality of such statement, he shall be entitled to his rights of indemnification under any agreement, provision of law, or otherwise, as well as his right under this paragraph. The board of directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have power to indemnify such person.

##### **Advancement of Expenses:**

Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that she/he is, or was, a director or officer of the Corporation (or was serving at the Corporation) request as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise) shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by, or on behalf of, such person to repay such amount if it shall ultimately be determined that she/he is not entitled to be indemnified by the Corporation as authorized by relevant provision of Arkansas law.

## **Article 12: Amendments**

Bylaws may be adopted or amended by majority vote at any scheduled meeting of the BPTO membership.

Bylaw changes may be requested by any BPTO member through written submission to the BPTO board for BPTO member consideration.

## **Article 13: Sanctioning**

The BPTO is a not-for-profit corporation operating separate from the District. It is the policy of the BPTO to apply for and maintain approval for sanctioning under the guidelines of the District Sanctioning Policy, FM.3.1.

By **October 1**, the BPTO, on behalf of the BPTO and all school PTOs, shall submit the annual renewal application documentation to the District for consideration of approval.

This policy allows the BPTO through its school PTOs to operate within the District guidelines as a Type-A organization under section 5 of the District Policy Code FM.3.1.

## **Article 14: Whistle Blower Policy**

This policy is intended to encourage Board members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical, or inappropriate events (behaviors or practices) without retribution.

1. The Whistle blower should promptly report the suspected or actual event to his/her supervisor or any officer of a PTO.
2. If the Whistle blower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistle blower could report the event to the next highest or another level of management, including the appropriate Board committee or member.
3. The Whistle blower can report the event with his/her identity or anonymously.
4. The Whistle blower shall receive no retaliation or retribution for a report that was provided in good faith that was not done primarily with malice to damage another or the organization.
5. A Whistle blower who makes a report that is not done in good faith is subject to discipline, including termination of the Board or employee relationship, or other legal means to protect the reputation of the organization and members of its Board and staff.
6. Anyone who retaliates against the Whistle blower (who reported an event in good faith) will be subject to discipline, including termination of Board or employee status.

7. Crimes against person or property, such as assault, rape, burglary, etc., should immediately be reported to local law enforcement personnel.

8. Supervisors, managers, and/or Board members who receive the reports must promptly act to investigate and/or resolve the issue.

9. The Whistle blower shall receive a report within five business days of the initial report, regarding the investigation, disposition, or resolution of the issue.

10. If the investigation of a report, that was done in good faith and investigated by internal personnel, is not to the Whistle blower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.

11. The identity of the Whistle blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case, members of the organization are subject to subpoena.

### **Article 15: Insurance**

The BPTO and school PTOs shall maintain insurance coverage to mitigate risk. The minimum required type of insurance coverage is Director and Officer's Insurance and General Liability Insurance.

Insurance coverage shall be managed by the BPTO and for the benefit of the BPTO membership. The cost of the minimum required coverage shall be prorated amongst the school PTO's. PTOs shall only use vendors that are properly insured and licensed/approved to do business in the state of Arkansas. Certificates of insurance (COI) must be obtained for any goods or service(s) costing more than \$2000 within a year and/or can pose a risk for injury or damage (for example, inflatables). COIs should include policy number, effective coverage date, contact for insurance rep/co, total limits of coverage provided by the policy, and BPTO listed as insured. PTOs must file COIs with the BPTO before proceeding, as well as keep in their records. Liability waivers shall be completed for any PTO sponsored activity that may increase risk of injury.

### **Article 16: Alcohol**

PTOs may not host events that sell, distribute or serve alcohol of any kind. To the extent that a PTO function is held at a venue that sells, distributes or serves alcohol as the normal course of its business (i.e. a local restaurant), PTO discourages consumption and individuals accept responsibility for their own actions. Additionally, PTO funds may not be used for the purchase of any alcohol of any kind.

### **Article 17: Supersede**

Upon adoption, these bylaws shall supersede any other bylaws governing the activities of the

Bentonville Parent Teacher Organization, Inc. or its school Parent Teacher Organizations.

**CERTIFICATION OF ADOPTION**

The foregoing bylaws of the Corporation have been duly adopted this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by action of the board of directors of the Corporation pursuant to the laws of this state. A majority vote of a quorum of the BPTO Membership, as outlined in Article 6 and Article 10 above, was held on this day to approve these bylaws.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Corporation on such date.

\_\_\_\_\_  
Secretary of the Corporation

\_\_\_\_\_  
(Print Name)

APPROVED:

\_\_\_\_\_  
President of the Corporation

\_\_\_\_\_  
(Print Name)