

**BYLAWS OF  
THE WASHBURN RURAL NORTH PTO Inc.**

**Adopted December 9, 2024**

**ARTICLE I: NAME, MISSION AND PRINCIPAL OFFICE**

**SECTION 1. NAME**

The name of this organization shall be the Washburn Rural North PTO Inc. (hereinafter sometimes referred to as “the PTO” or “WRN PTO” or “Washburn Rural North PTO” or “Parent Teacher Organization”), a Domestic Not for-Profit Corporation formed under the State of Kansas.

**SECTION 2. MISSION**

The Washburn Rural North PTO's mission is to enrich student learning, support educators, and foster community to create a collaborative, thriving school environment.

**SECTION 3. OFFICE**

The principal office of the WRN PTO shall be located at Washburn Rural North Middle School located at 2800 SW Auburn Rd. in Topeka, KS.

**SECTION 4. SEAL**

The WRN PTO may have a seal upon which shall be inscribed its name and the words, “Corporate Seal.”

**ARTICLE II: MEMBERSHIP**

**SECTION I. MEMBERSHIP**

All Washburn Rural North Middle School parents, guardians, teachers and staff, willing to uphold these bylaws, are members of the WRN PTO. There are no membership dues.

**SECTION 2: VOTING RIGHTS**

All members have the right to vote on matters presented at general meetings. The principal shall serve as an ex-officio member and will not have voting rights. Members must be present to vote. Proxy voting shall not be permitted.

**ARTICLE III: NON-DISCRIMINATION**

The Washburn Rural North PTO shall not discriminate against any person on the basis of race, color, religion, national origin, sex, disability, or any other characteristic protected by applicable law.

**ARTICLE IV: MEETINGS**

**SECTION I. GENERAL MEMBERSHIP MEETINGS**

General membership meetings shall be held monthly, or as determined by the Executive Board, to conduct PTO business.

**SECTION II. SPECIAL MEETINGS**

Special meetings may be called by a PTO President or by a majority of the Executive Board.

### **SECTION III. QUORUM**

A quorum shall consist of a majority of the Executive Board members present at any meeting.

### **SECTION IV. VOTING**

All members present at the meeting shall be eligible to vote. Decisions shall be made by a majority vote of members present. Proxy voting shall not be permitted.

## **ARTICLE V: EXECUTIVE BOARD**

### **SECTION I. COMPOSITION**

The number of members that make up the Executive Board shall not be fewer than seven (7) and not greater than twelve (12). The Executive Board shall consist of the following members and any other members in good standing who may have been elected to the Board of Directors:

- President (or Co-Presidents)
- Vice President(s)
- Treasurer
- Secretary
- Parent Grade Level Representatives (one for each grade level)

Officers of the Board shall be the President (or Co-Presidents), Vice President(s), Treasurer & Secretary.

### **SECTION II. BOARD DUTIES**

- **President (or Co-Presidents):** Preside over meetings, coordinate the work of the board and committees, represent the PTO in school-related matters.
- **Vice President(s):** Assist the President and serve in their absence, manage specific responsibilities as assigned (e.g. Communications, Volunteer Coordination, etc.).
- **Treasurer:** Manage all funds, keep accurate financial records, present a financial report at each meeting, prepare the annual budget, coordinate the internal review.
- **Secretary:** Record and distribute meeting minutes, manage correspondence, maintain records and oversee meeting notices in accordance with Kansas State statutes.
- **Grade Level Representatives:** Act as liaisons between their grade's parents, teachers, and the PTO, supporting communication, events, volunteer coordination and fundraising within their grade level. Supports the overall mission and activities of the PTO.

### **SECTION III. TERMS OF OFFICE**

The President(s), Vice President(s), Secretary, and Grade Level Representatives shall each serve a one (1)-year term, with the option to serve up to three consecutive terms. The Treasurer shall serve a two (2)-year term.

### **SECTION IV. VACANCIES**

In the event of a vacancy, the Executive Board shall nominate and appoint a replacement, with the consent of the appointee, to serve the remainder of the term.

### **SECTION V. REMOVAL OF OFFICERS AND BOARD MEMBERS**

#### **SUB-SECTION A. GROUNDS FOR REMOVAL**

An officer or board member may be removed from their position for cause, with majority vote of board members present with a quorum.

Cause may be defined as, but is not limited to:

- Missing more than three consecutive meetings
- Failure to fulfill duties as outlined in the Officer or Director's job or position description
- Violating the bylaws or policies of the WRN PTO
- Taking part in illegal activities
- Creating dysfunction on the Board or in the school through inappropriate behavior or a pattern of disrespect for the other members.
- Misuse of position for personal gain
- Or such other behavior that is detrimental to Washburn Rural North PTO, our members, and/or Washburn Rural North Middle School.

#### **SUB-SECTION B. PROCESS FOR REMOVAL**

A motion to remove an officer or board member may be brought forward by any member of the Executive Board. The individual in question shall be given the opportunity to address the board before a vote is taken. Removal shall require a two-thirds (2/3) majority vote of the Executive Board. The removed director may appeal the decision of the Board at any subsequent meeting of the general membership with an opportunity to present arguments in opposition to the decision.

### **SECTION VI. COMPENSATION AND REIMBURSEMENT**

#### **SUB-SECTION A. COMPENSATION**

No officer or board member of the WRN PTO shall receive compensation for their services.

#### **SUB-SECTION B. Reimbursement**

Board members and officers may be reimbursed for reasonable expenses incurred on behalf of the PTO, provided such expenses are pre-approved by the Executive Board and proper receipts are submitted.

## **ARTICLE VI: COMMITTEES**

### **SECTION I. STANDING AND SPECIAL COMMITTEES**

The Executive Board may establish committees as necessary to carry out the work of the organization.

### **SECTION II. CHAIRPERSONS**

Committee chairs shall be appointed by the President or Vice President and shall report to the Executive Board.

## **ARTICLE VII: NOMINATING**

### **SECTION I. COMPOSITION AND DUTIES**

A Nominating Committee, composed of at least three (3) members of the WRN PTO, shall be appointed by the Executive Board. The Nominating Committee shall be responsible for identifying, recruiting, and recommending a slate of candidates for officer and board member positions.

### **SECTION II. ELECTION PROCESS**

The Nominating Committee shall present the slate of candidates at least (1) month prior to the election

meeting. Additional nominations may be made from the floor during the election meeting, provided the nominee consents to serve.

## **ARTICLE VIII: GOVERNANCE**

### **SECTION I. PARLIAMENTARY AUTHORITY**

The WRN PTO shall follow **Robert's Rules of Order** for the conduct of meetings and decision-making.

### **SECTION II. BYLAW AMENDMENTS**

Bylaws may be amended by a proposal to the Executive Board, acceptance of the proposal by the board, and a majority vote of the membership. Bylaws shall be reviewed at least every two (2) years.

## **ARTICLE IX: FINANCE**

### **SECTION I. BUDGET**

The annual budget shall be presented by the Treasurer and approved by the membership through a majority vote at the beginning of each fiscal year.

### **SECTION II. EXPENDITURES**

All unbudgeted expenditures must be approved by executive board through a majority vote.

### **SECTION III. AUDIT**

An internal financial review shall be conducted annually by a committee of members without financial authorization responsibilities.

### **SECTION IV. BANKING AND ACCOUNTS**

The funds of the Washburn Rural North PTO shall be maintained in a bank account(s) selected by the Executive Board. All funds shall be deposited in the name of the PTO and kept separate from any personal accounts or other organization accounts.

- The Executive Board shall designate a minimum of two (2) officers as authorized signatories on all accounts. Typically, these shall include the Treasurer and one of the Co-Presidents or Co-Vice Presidents.
- Any checks over a specified amount (e.g. \$750) shall require dual signatures to ensure financial transparency and security.
- Any withdrawals shall require dual signatures to ensure financial transparency and security.
- Online banking access may be granted to the Treasurer and one other officer (either a Co-President or Co-Vice President), with appropriate security measures in place.

### **SECTION V. AUTHORIZED SIGNATORIES**

The authorized signatories for all bank accounts and financial transactions shall be limited to designated officers of the PTO, as appointed by the Executive Board. Signatories are responsible for ensuring that all financial transactions are conducted with transparency and in accordance with the approved budget.

- In the case of the Co-Presidents or Co-Vice Presidents, the Executive Board shall designate only one Co-President and/or one Co-Vice President as authorized signatories at any given time.
- No officer shall sign a check made payable to themselves or an immediate family member.

- A record of all transactions and signatory approvals shall be maintained and presented at each general meeting.

## **SECTION VI. INVESTMENTS**

The Washburn Rural North PTO may invest its assets to promote the growth of funds for future initiatives, while ensuring the safety and liquidity of those assets. The following guidelines shall govern the PTO's investment activities:

### **1. Investment Objectives:**

The primary objectives of the PTO's investment policy are:

- **Preservation of Capital:** The principal amount of funds should be protected to the greatest extent possible.
- **Liquidity:** A minimum of one (1) year's worth of operating expenses shall remain liquid in a checking and/or savings account before any investments are made to ensure that the PTO can meet its operational needs.
- **Modest Growth:** The PTO shall seek to achieve a reasonable return on investment while adhering to risk-averse strategies.

### **2. Authorized Investments:**

The PTO may invest in low- to moderate-risk instruments, including but not limited to:

- Savings accounts, money market accounts, and certificates of deposit (CDs)
- U.S. Treasury securities, government bonds, and other fixed-income instruments.
- Mutual funds or exchange-traded funds (ETFs) that focus on conservative growth, bonds or balanced portfolios. Expense ratios should not exceed 1%.

### **3. Prohibited Investments:**

The PTO shall not invest in speculative or high-risk investments, such as:

- Individual stocks, cryptocurrency, penny stocks, or any other investments subject to high market volatility.
- Futures, options or other derivative instruments
- Investments in entities without a proven track record or stable financial standing.

### **4. Investment Review and Approval:**

All investment decisions must be approved by the Executive Board. The Treasurer, in collaboration with the President or Co-Presidents, shall propose investments that align with the organization's financial goals. Any proposed investments outside of the approved annual budget must be voted on by the membership.

### **5. Diversification:**

To mitigate risk, the PTO's investment portfolio shall be diversified across asset classes and investment types, in line with the organization's risk tolerance and liquidity needs. No more than 25% of total assets shall be invested in a single instrument or fund.

### **6. Monitoring and Reporting:**

The treasurer shall provide a quarterly report to the Executive Board and membership detailing the performance and current balance of all investments. The Executive Board shall review the investments annually to ensure they remain in line with the PTO's financial goals and risk tolerance.

## **7. Adjustment of Strategy:**

The Executive Board may adjust the investment strategy as needed, based on changes in market conditions or the PTO's financial situation.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the Washburn Rural North PTO shall begin on June 1 and end on May 31 of each year.

## **ARTICLE XI: CONFLICT OF INTEREST**

### **SECTION I. DISCLOSURE OF CONFLICT**

Any board member or officer with a personal or financial interest in any matter proposed for decision by the PTO must disclose this interest to the Executive Board before any action is taken. The board member or officer shall abstain from voting on any such matter.

### **SECTION II. RECUSAL**

If a conflict of interest arises, the affected board member or officer shall recuse themselves from both the discussion and voting on the related issue.

## **ARTICLE XII: DOCUMENT RETENTION**

### **SECTION I. RETENTION PERIODS**

The Washburn Rural North PTO shall retain the following records for the periods required by law, ensuring compliance with legal and financial obligations:

1. Financial Records:
  - Bank Statements, deposit slips, canceled checks and check registers
  - Annual budgets and financial reports
  - Receipts and invoices for all expenditures
  - Investment records, including statements and reports
  - Tax filings and documentation for IRS or state tax purposes.
  - **Retention Period:** Seven (7) years.
  
2. Meeting Records:
  - Approved minutes of general membership and executive board – should retain indefinitely
  - **Retention Period:** Permanently
  
3. Legal and Organizational Documents:
  - Articles of Incorporation, bylaws and amendments
  - IRS determination letter regarding tax-exempt status and related correspondence.
  - **Retention Period:** Permanently for core documents like bylaws and tax-exempt status.
  
4. Tax and Regulatory Filings:
  - a. Copies of filed IRS Form 990 (or relevant tax filings).
  - b. State regulatory filings for nonprofit status and annual reports.

- c. **Retention Period:** Permanently for tax-exempt filings; seven (7) years for annual tax filings.

## **SECTION II. DIGITAL AND PHYSICAL COPIES**

Records may be stored either in physical or digital formats, provided they are accessible for review upon request by the Executive Board or members.

## **SECTION III. DISPOSAL OF RECORDS**

After the legally required retention period has elapsed, records may be disposed of securely, ensuring that financial and legal documents are shredded or permanently deleted if in digital format.

# **ARTICLE XIII: INDEMNIFICATION**

## **SECTION I. INDEMNIFICATION**

The Washburn Rural North Middle School PTO shall indemnify and hold harmless its officers, Executive Board members, and volunteers from and against any and all claims, liabilities, damages, losses, and expenses, including reasonable attorney's fees, arising out of any action taken or omission made in good faith, within the scope of their duties, and in the best interest of the organization. This indemnification shall not apply to acts of gross negligence, willful misconduct, or actions outside the scope of their responsibilities.

## **SECTION II. INSURANCE**

The Executive Board may secure liability insurance to cover the organization's indemnification obligations, as deemed necessary and financially feasible.

# **ARTICLE XIV: DISSOLUTION**

## **SECTION I. VOLUNTARY DISSOLUTION**

The Washburn Rural North PTO may be dissolved by a two-thirds (2/3) vote of the general membership present, with a quorum, at a meeting specifically called for this purpose, provided that at least thirty (30) days' written notice has been given to all members regarding the intention to dissolve the organization.

## **SECTION II. NOTIFICATION AND COMPLIANCE**

Upon dissolution, the Executive Board shall be responsible for ensuring that all legal requirements for dissolving a not-for-profit organization are met, including but not limited to:

- Filing the necessary documentation with the state of Kansas and the IRS.
- Settling all outstanding liabilities and obligations.
- Ensuring the proper distribution of remaining assets.

## **SECTION III. DISTRIBUTION OF ASSETS**

Upon the dissolution of the organization, all remaining assets, after the payment of any outstanding debts and obligations, shall be donated to Washburn Rural North Middle School (WRN) to support educational programs, resources, and student needs. If WRN no longer exists, assets shall be distributed to a similar public education institution or a not-for-profit organization, as determined by the membership.

## **SECTION IV. RECORDS AND DOCUMENTATION**

The Secretary, or designated officer, shall ensure that records related to the dissolution, including

meeting minutes, votes and legal filings are maintained for a minimum of seven (7) years following the dissolution of the organization.

#### **ARTICLE XV: MEMBERSHIP LISTS**

The WRN PTO's mailing list of members is for the use by the PTO only and cannot be used for the promotion of any activity unrelated to the PTO. It shall not be used by PTO Members or other individuals for personal gain or made available for political, commercial or solicitation purposes. The use of the PTO's membership list is not allowed without the express consent of the Executive Board and WRN Middle School.