

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**RIVERVIEW ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION**  
**A NONPROFIT CORPORATION**

Dated as of December 2013 – Final Draft

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**BYLAWS  
OF  
RIVERVIEW ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION  
A NONPROFIT CORPORATION**

**ARTICLE I**

**Names and Principal Office**

The name of the corporation shall be

RIVERVIEW ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION

and is hereinafter referred to as the “corporation” or “RPTO.” The principal office of RPTO shall be located in Vancouver, Washington. RPTO may have such other offices at other locations as the Board of Directors may determine desirable.

**ARTICLE II**

**Purpose**

1. The purposes for which RPTO is formed are those set forth in its Articles of Incorporation, as from time to time amended. RPTO is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of RPTO is to be distributed to, or inure to the benefit of, its directors or officers except to the extent permitted under the Nonprofit Corporation Act of the State of Washington\* and these bylaws. No substantial part of the activities of RPTO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and RPTO shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
2. The Purposes of RPTO are promoted through and are governed and qualified by the basic policies set forth in Article III.

*\*See Riverview PTO website for further details.*

**ARTICLE III**

## **Basic Policies**

The following are basic policies of RPTO:

1. RPTO shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of RPTO or the names of any members in their official capacities shall not be used in any connection with any commercial concern or with any partisan interest unrelated to promotion of the objects of RPTO or for any purpose not appropriately related to promotion of the objects of RPTO.
3. RPTO may cooperate with other organizations and agencies organized and conducted for purposes similar to that of RPTO.
4. RPTO shall further the educational goals of Riverview Elementary School by serving a liaison function in maximizing the communication between parents and the professional staff of Riverview Elementary School. Further, RPTO shall foster and support those activities and projects that enhance the educational environment of the Riverview Elementary School community while complementing the professional endeavors of the Riverview Elementary School faculty and administration.

## **ARTICLE IV**

### **Membership**

1. The parents, residential guardians, and professional staff at Riverview Elementary School are automatically regular members of RPTO. All regular members of RPTO shall be considered eligible voters in elections of officers and directors.
2. Residents of the Evergreen School District living within the enrollment boundaries of Riverview Elementary School who do not have children attending Riverview Elementary School are encouraged to support the school's activities. Such persons may be designated as "special members" without voting privileges.
3. No membership dues or fees shall be levied or collected by RPTO.
4. Membership shall be afforded without regard to race, religion, national origin, sex, age, mental, or physical disability.

## ARTICLE V

### Directors

1. Number and Responsibilities. The affairs of RPTO shall be managed by a Board of Directors comprised of fifteen (15) directors with voting power, consisting of:
  - A. the thirteen (13) officers with the duties described in paragraphs 1 through 12 of Article VI of these bylaws, referred to in these bylaws as “Regular Directors”;
  - B. the individual currently employed as principal of Riverview Elementary School, who shall be responsible to advise the RPTO of the policies and procedures of the Evergreen School District and of Riverview Elementary School and administer the effective functioning and operation of the Riverview Elementary School community; and
  - C. one teacher currently employed at Riverview Elementary School, who is selected and designated to serve on the RPTO Board of Directors by the Riverview Elementary School teaching staff, and who shall act as liaison between the Board of Directors and the teachers of Riverview Elementary School.

In addition to the voting directors, the President of RPTO shall appoint a Parliamentarian to the Board of Directors, who shall serve in an advisory capacity without voting rights. The Parliamentarian does not have a specified term, but serves at the discretion of the President, who may remove the Parliamentarian at any time, with or without cause.

The number of directors may be increased or decreased from time to time by approval of two-thirds (2/3) of the directors then in office.

2. Election of Regular Directors and Term. The term of each Regular Director begins the day following the last day school is in session in the academic year in which the individual was elected to his or her position. Each Regular Director elected for academic years prior to 2013-2014 shall be elected to a term of one academic year and shall serve until the last day of school of such academic year. Beginning with the Regular Directors elected in the spring of 2013, each Regular Director shall be elected to a term of two consecutive academic years and shall

serve until the last day of school of the second academic year after the director's election, so that terms beginning in June 2013 will end in June 2015, terms beginning in June 2014 will end in June 2016, terms beginning in June 2015 will end in June 2017, and so on.

Each Regular Director shall serve until he or she resigns, is removed pursuant to these bylaws, or his or her term expires.

Subject to the power of the Board of Directors to fill vacancies as describe in paragraph 8 of this Article V, all Regular Directors shall be elected to their positions by a vote of members. Every other year, a general membership meeting shall be held in April, May, or June, to take nominations for those Regular Director positions that are open because (a) that Regular Director's term is expiring at the end of the academic year, (b) that Regular Director's position is vacant, or (c) the Board of Directors has decided by a vote of two-thirds (2/3) of the directors then in office to place the position up for election prior to the expiration of a two-year term for any reason. Nominated individuals shall then be elected by a vote of the membership pursuant to Article VII.

3. Powers of Directors. Provided that nothing in these bylaws empowers the Board of Directors to do any act contrary to any provision of its Articles of Incorporation or the purposes set forth in the Articles of Incorporation or these bylaws, the Board of Directors may:
  - A. Hold meetings at such times and places as it deems necessary or desirable;
  - B. Appoint committees (see paragraph 13 of this Article V);
  - C. Audit bills and disburse the funds of RPTO;
  - D. Print and circulate documents and publish articles;
  - E. Carry on correspondence and communicate with other associations;
  - F. Employ agents: and
  - G. Take any other action it deems necessary, advisable, or desirable to promote the objectives of RPTO and to protect the interests and welfare of RPTO.
  
4. Meetings of Board. An annual schedule of regular meetings of the Board of Directors for each academic year shall be set prior to the second meeting after the academic year begins. Notice of meetings shall be handled as set forth in paragraph 10 of this Article V.

5. Special Meetings. Special meetings of the Board of Directors, or any committee designated by the Board of Directors, may be called at any time by the President, or upon written request by a majority of directors currently in office. Special meetings shall be held at the registered office of RPTO or at such other place or places as the President or Board of Directors (or committee chair, in the case of committees) may from time to time designate. Special meetings of a committee may also be called at any time by the chair of the committee.
6. Quorum. Two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a chair for the meeting. If a quorum is not present a lesser number may adjourn the meeting to a later day, no more than ten (10) days later.
7. Absence. Two unexcused absences from Board meetings by any Regular Director warrant removal from the Board of Directors. In the event of a vacancy in a Regular Director, the Board may appoint a replacement as set forth in paragraph 8 of this Article V.
8. Vacancies. Whenever any vacancy occurs by death, resignation, or otherwise in a Regular Director position on the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining directors of the Board at a meeting of the Board. Any individual appointed to fill a vacancy by the Board shall serve until the next election of Regular Directors as described in paragraph 2 of this Article V.
9. Removal of Regular Directors. Any one or more of the Regular Directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the directors then in office.
10. Notice.
  - A. The schedule of regular Board meetings shall be published in the minutes of the meeting as well as posted on the Riverview website, under PTO, and school bulletin monthly. Further individual notice is not necessary.
  - B. Twenty-four hours' notice of all special meetings of the Board of Directors shall be given to each director by mail, by letter, by telephone, by email, by facsimile, or personally. Such notice need not specify the business to be transacted at, or the purposes of, the meeting.

11. Waiver of Notice. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where director of a committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated the meeting shall be equivalent to the giving of notice.

12. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting, before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. Committees.

- A. Except as otherwise provided in Article VII regarding the Nominating Committee, the Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors and any number of members of RPTO.
- B. The Board of Directors shall appoint a Budget Committee consisting of the President, Treasurer, Secretary, Fundraising Coordinator, school principal, and, in the first year of the President's term in office, the immediate past President (serving in an advisory capacity). The Budget Committee shall present a proposed budget at the September Board meeting.
- C. The Board of Directors shall appoint a Bylaws Committee chaired by the Vice President to review the bylaws each year to make changes deemed necessary or desirable.
- D. The Board of Directors shall appoint an Accounting Procedures Committee chaired by the Treasurer and consisting of the Treasurer, Assistant Treasurer, Fundraising Coordinator, Secretary, President and any other individuals who may be appointed by the Board of Directors to review the RPTO accounting procedures manual, including cash handling procedures (please refer to RPTO Account Manual/Procedures), each year and to make changes deemed necessary or desirable.

- E. These committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors including in reference to:
  - a. Amending, altering or repealing the bylaws;
  - b. Electing, appointing or removing any member of any such committee or any director or officer of RPTO;
  - c. Amending the Articles of Incorporation;
  - d. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
  - e. Authorizing the sale, lease or exchange of all or substantially all of the property and assets of RPTO not in the ordinary course of business;
  - f. Authorizing the voluntary dissolution of RPTO or revoking proceedings therefore;
  - g. Adopting a plan for distribution of the assets of RPTO; or
  - h. Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

14. Active Programs. Any program may be established to add to the educational enrichment of students of Riverview Elementary School by a majority vote at a meeting of the Board of Directors. The chair of an approved program need not be a member of the Board of Directors. The chair shall submit an itemized budget to be approved by the Board of Directors and shall submit a written or verbal report, periodically, to the Vice President or other person designated by the Board.

15. Remuneration. No salary shall be paid to RPTO directors for their services.

16. Loans. RPTO shall not loan money or credit to its directors.

17. Disbursement. RPTO shall not make any disbursements of income to any RPTO Director or RPTO Member.

18. Action by Directors without a Meeting. Any action required by law or by these bylaws to be taken at a meeting of the members, at a meeting of the directors, or at a meeting of a committee, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.



19. Action of Directors by Communications. Directors may participate in a meeting of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## ARTICLE VI

### Officers

The initial officers shall be appointed by the initial Board of Directors at its organizational meeting after incorporation of RPTO, and shall hold office until their successors are elected and qualified. Each officer shall also serve as a Regular Director and the term of office for officers shall be the same as described for Regular Directors in paragraph 2 of Article V. Officers are required to make a reasonable effort to attend all RPTO meetings to ensure a quorum (a voting majority). The officers of RPTO shall consist of the following persons:

1. President. The President shall preside at all meetings of directors and shall have general supervision of the affairs of RPTO. He or she shall be the principal operating and administrative officer and shall possess the power to sign all certificates, contracts or other instruments of RPTO, in addition to the following duties:
  - A. Shall provide the necessary coordinated leadership to insure the attainment of all of the objectives of RPTO;
  - B. Shall function as primary catalyst to stimulate involvement by parents in the organization and its general activities;
  - C. Shall conduct all Board and general membership meetings;
  - D. Shall act in the primary liaison capacity with the principal, teachers and professional staff of Riverview Elementary School on matters of concern to RPTO;
  - E. May call Board and special membership meetings at his or her discretion;
  - F. Shall appoint a Parliamentarian to serve as an advisor to the Board without voting rights;
  - G. Initiates annual audit to be finalized by end of October.
  - H. Shall chair a Budget Committee consisting of the President, Treasurer, Secretary, Fundraising Coordinator, school principal, and, in the first year of the President's term in office, the immediate past President (serving in an advisory capacity), and will present a proposed budget at the September Board meeting;

- I. Shall serve on an Accounting Procedures Committee to review the RPTO accounting procedures manual;
  - J. Shall advise the President elect and school principal of the annual corporate report procedure as well as annual budget, yearly planned events, goals; and
2. Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors, including without limitation:
- A. Shall fulfill all functions delegated to him or her by the President or Board;
  - B. Shall chair the Bylaws Committee and review the bylaws in February to keep them current and relevant;
  - C. Shall report on committee meetings in the absence of the committee chair; and
3. Secretary. The Secretary shall have the following duties:
- A. Issue notices for all meetings, except the notices of special meetings of the directors which are called by the President or the requisite number of directors;
  - B. Shall keep minutes of all meetings, including, but not limited to, those persons in attendance at the meetings, motions made and votes thereon, and other business conducted and decided upon at such meetings;
  - C. Shall have charge of the seal and the corporate books;
  - D. Shall make such reports and perform such other duties as are incident to his or her office, or are properly required of him or her by the Board of Directors;
  - E. Shall provide copies of meeting minutes for all officers and voting members before all meetings and post a current copy on RPTO bulletin board;
  - F. Shall maintain and distribute a Roster of Board Members;
  - G. Shall keep written records in a binder for historical purposes; and
  - H. Shall attend all Budget Committee meetings.
4. Treasurer. The Treasurer shall have the following duties:
- A. Shall have the custody of all moneys of RPTO;
  - B. Shall maintain an accurate and timely accounting of all money received and disbursed by RPTO;

- C. Shall deposit all funds into the accounts established pursuant to the direction of the Board and shall be responsible for the proper maintenance of such accounts;
  - D. Shall disburse the funds of RPTO in payment of just demands against RPTO or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements;
  - E. Shall report at all meetings on the financial status of RPTO including funds on hand, outstanding obligations if any, and all disbursements made since the last report, if unavailable the Assistant Treasurer will be responsible;
  - F. Shall serve as one of the two required signers on all checks and drafts against RPTO funds;
  - G. Shall serve as a member of the Budget Committee;
  - H. Shall serve as chair of the Accounting Procedures Committee;
  - I. Shall keep a permanent record of financial transactions for five years;
  - J. Shall comply with any and all state and federal guidelines (including tax filing regulations for the fiscal year that corresponds with the year of service), that pertain to RPTO as a non-profit corporation, and shall submit tax filings to the Washington State Department of Revenue and IRS no later than November 1 of the current school year for the previous fiscal year (running July 1 through June 30);
  - K. Shall review and update as required the RPTO accounting procedures manual, including cash handling procedure;
  - L. Shall provide cash handling procedures to all committee chairpersons;
  - M. Shall manage lock box in a timely manner;
  - N. Shall be responsible for RPTO laptop and software maintenance including notification of necessary software updates;
  - O. Shall fulfill all functions delegated to her or him by the President or the Board; and
  - P. Shall perform an informal audit with the Parliamentarian and one (1) or two (2) non-board members of RPTO by the last week of September.
5. Assistant Treasurer. The Assistant Treasurer shall have the following duties:
- A. Coordinates with SCRIP Coordinator on all activity and money handling;
  - B. Shall assist the Treasurer with managing the lock box in a timely manner;
  - C. Shall mark all products purchased by RPTO as being of RPTO property, as reasonable;
  - D. Shall assist the treasurer in preparing the monthly budget report to be submitted to the RPTO meeting;

- E. Shall assist the Treasurer file all State and Federal reports;
  - F. In absence or disability of Treasurer the Vice Treasurer will assume Treasurer's responsibility;
  - G. Shall serve on the Accounting Procedures Committee; and
  - H. Shall fulfill all functions delegated to her or him by the President or the Board of Directors.
6. Fundraising Coordinator. The Fundraising Coordinator shall have the following duties:
- A. Shall, with the advice and consent of the Board, coordinate and execute activities designed to raise funds for RPTO endeavors;
  - B. Shall work closely with the school principal and other school staff members in preparing and conducting fundraising events;
  - C. Shall serve as or select a chair for each fundraising project and oversee each activity;
  - D. Shall direct and oversee the main fundraising events sponsored by RPTO
  - E. Shall work directly with the Co-Fundraiser on all events and activities related to raising money for RPTO;
  - F. Shall report to the Board monthly on current fundraising projects;
  - G. Shall serve on the Accounting Procedures Committee; and
  - H. Shall fulfill all functions delegated to him or her by the President or Board.
7. Co-Fundraising Coordinator. The Co-Fundraising Coordinator shall have the following duties:
- A. Shall assist the Fundraising Coordinator with all of his or her duties;
  - B. Shall be directly responsible for overseeing Payback fundraiser, Community Event Fundraisers, i.e.: Family night out, and coordinating with their contact;
  - C. Shall oversee and serve as chair or select a chair for each fundraising project that the Fundraising Coordinator may delegate;
  - D. Shall report to the Board monthly on current fundraising projects in the Fundraising Coordinator's absence; and
  - E. Shall fulfill all functions delegated to him or her by the Fundraising Coordinator, President, or Board.
8. Volunteer Coordinator. The Volunteer Coordinator shall have the following duties:
- A. Shall, with the support and assistance of the Board, solicit the active volunteer efforts of parents in duties necessary to the educational goals

of Riverview Elementary School, including but not limited to, media center help, classroom support and special project assistance;

- B. Shall maintain effective lists of volunteers, including addresses and phone numbers, when appropriate;
- C. Shall work closely with the school principal in scheduling, screening, assigning and training for all activities;
- D. Shall develop a volunteer activities questionnaire each year for distribution to RPTO members for use in recruiting potential volunteers; and
- E. Shall fulfill functions delegated to him or her by the President or Board.

9. Hospitality Coordinator. The Hospitality Coordinator shall have the following duties:

- A. Shall be responsible for arranging refreshments at all non-committee RPTO functions, examples are:
  - i. Open House, Otter Pops
  - ii. Open House Teacher Dinner
  - iii. Staff appreciation Week (May)
  - iv. Parent Teacher Conferences Goodies/Treats for staff (Fall)
  - v. Monthly treats/thank you to staff
  - vi. Pride Night Dinner (May/June)
- B. Shall coordinate gifts and greetings, and be responsible for RPTO President plaque engraving;
- C. Shall oversee all social activities, including, but not limited to, Welcome Back to School events; and
- D. Shall fulfill all functions delegated to him or her by the President or Board.

10. Publicity Coordinator. The Publicity Coordinator shall have the following duties:

- A. Shall publicize all RPTO organized school activities and periodically publicize income & expenditures of RPTO by various means which may include any of the following: newsletters, flyers, email announcements, posters around school, school bulletins, the Riverview website, PTO sponsored social media site(s) and/or the RPTO bulletin board;
- B. Shall serve as a primary public information source to parents, news media and the general public for PTO events;
- C. Shall maintain a timely RPTO bulletin board; and
- D. Shall fulfill all publicity functions delegated to him or her by the President or Board.

11. Two Members at Large. There shall be two elected Members at Large who shall have the following duties:

- A. Shall attend all board meetings and assist with activities as needed; and
- B. Shall fulfill all functions delegated to them (or either of them) by the President or Board, including but not limited to:
  - i. Box top Collection
  - ii. Book fair
  - iii. Payback Books
  - iv. Student Council Liaison ( Valentines Day candies, Library week)
  - v. Community Social Events
  - vi. Clubs Coordination (Chess, etc.)
  - vii. 5<sup>th</sup> Grade Graduation Liaison
  - viii. Spirit Wear

12. Historian. The Historian shall have the following duties:

- A. Shall keep a pictorial record of RPTO activities of the current year and shall be custodian of those records; Shall coordinate with office staff for yearbook contract;
- B. Shall have a pictorial records of school events and extracurricular activities;
- C. Shall work with yearbook company and office staff for candid's (additional yearbook photos)
- D. Shall manage yearbook orders; and
- E. Shall fulfill all functions delegated to him or her by the President or Board.

13. Teacher Representative. The Teacher Representative is a continuous appointment from the academic body of Riverview Elementary and has voting privileges. The Teacher Representative acts as a liaison between the Riverview PTO and Riverview staff.

14. Parliamentarian. The Parliamentarian shall have the following duties:

- A. Shall be responsible for performing and/or witnessing, with the Treasurer, Assistant Treasurer, and one (1) or two (2) non-Board members of RPTO, an informal audit of all monetary receipts and disbursements by the last week of October, and certifying to the Board that all fiscal matters of the prior academic year were conducted according to the decisions of the Board;

- B. Shall attend all Board meetings or send a designated representative;  
and
- C. Shall be responsible for giving instructions on the bylaws and parliamentary procedure and Robert's Rules of Order to the newly elected Board at the September meeting, and thereafter.

15. Scrip Coordinator. The SCRIP Coordinator is an appointed position from the Board of Directors. The SCRIP Coordinator does not have a specified term, but serves at the discretion of the RPTO Board, who may remove the SCRIP Coordinator at any time, with or without cause. This is a non-voting position. The SCRIP Coordinator must at least attend the first and last meeting of each year. The SCRIP Coordinator has the following duties:

- A. Responsible for managing the SCRIP for Riverview while upholding and abiding by the Accounting Procedures Manual of the Riverview PTO.

16. Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, which shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Such officers shall become members of the Board only upon a 2/3 majority approval of the Board as provided in paragraph 1 of Article V.

17. Officer Regulations.

- A. Delegation. In the case of absence or inability to act of any officer of RPTO and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.
- B. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board by a majority vote as provided in paragraph 8 of Article V.
- C. Loans. RPTO shall not loan money or credit to any officer or RPTO member.
- D. Disbursement. RPTO shall not make any disbursement or income to any officer.
- E. Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to RPTO, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective

offices, and to comply with such other conditions as may from time to time be required by the regular Board of Directors.

## **ARTICLE VII**

### **Elections and Terms of Office**

1. The election of all officers and Board members of the RPTO necessary to fill vacant positions and positions of officers and Board members whose terms are expiring (referred to as “Open Positions”) shall be held in April, May, or June, after nominations are made and/or presented at a general membership meeting.
2. All regular members of RPTO shall be considered eligible voters in elections of officers and directors.
3. In any year in which elections shall be held, the President shall appoint a chairperson for a Nominating Committee. The chairperson shall then appoint a Nominating Committee consisting of two to four members of RPTO (including at least one member who is not a voting director), and shall include the school principal and at least one teacher. A member of the Nominating Committee may also run for election, but may not participate in counting votes for the office for which he or she is running. The committee shall meet during March, April, or May, and present a slate of officer and director candidates for Open Positions at the April, May, or June general membership meeting. Candidates may also be nominated from the floor by a regular member of RPTO. Seconds are not necessary.
4. Any regular member of RPTO who satisfies school and district background check requirements for volunteers is eligible to serve as a Regular Director and Officer.
5. Election of officers and directors shall be by secret ballot and shall be conducted within 30 days of the general membership meeting at which candidates are presented and/or nominated.
6. Elected officers may serve a maximum of one two-year term in a particular office, but may serve a term in another office or offices thereafter, except that, at the discretion of the Board of Directors, any individual appointed by the Board of



Directors to fill a vacant office for a period of less than one year may run for election for a two-year term in the same office at the end of the initial appointed term. In addition, any individual who has served no more than one year in a particular office when the term of that office first changes from a one-year term to a two-year term pursuant to paragraph 2 of Article V may run for election for a subsequent two-year term in the same office, therefore, no person may serve more than 3(three) consecutive years in an elected position.

7. In the event the Nominating Committee is unsuccessful in finding a candidate for a particular office and no qualified candidates are nominated, the Board of Directors, acting pursuant to paragraph 14 of Article VI, may appoint an RPTO member to the vacant office at any time after the election is complete and the terms of newly elected Officers begin.

## **ARTICLE VIII**

### **Fiscal Policy**

1. All checks and drafts against RPTO shall be signed by the Treasurer either one of the President, Vice President, or Assistant Treasurer. Signers shall not be related.
2. All active programs and committee itemized budgets shall be approved by a majority of the Board of Directors present at a board meeting. Any proposed expenditure over the approved budgeted amount must then be approved by a majority of the Board of Directors present at a board meeting prior to the expenditure. The fiscal year of RPTO shall begin July 1 and end June 30.
3. Any and all financial commitments made and funded by the Board of Directors in the current academic year shall be honored by the Board of Directors (including any newly elected members) and reflected in the new budget statement for the subsequent academic year. Any financial commitments affecting a subsequent academic year shall be specified in dollar amount before or at the June meeting.
4. A carryover fund of \$500.00 shall be retained at the end of each academic year for use by the Board of Directors serving in the subsequent academic year.

## **ARTICLE IX**

### **Depositories**

The moneys of RPTO shall be deposited in the name of RPTO with such bank or banks or trust company or trust companies or other financial institution or institutions as the Regular Directors designate by majority vote, and moneys shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by these bylaws or resolution of the Regular Directors.

## **ARTICLE X**

### **Meeting Policy**

1. Each officer and director shall pick up only that mail that corresponds with his or her position, leaving any questionable mail for the President.
2. An annual general membership meeting shall take place in April, May, or June. Other general membership meetings will be held as scheduled by the Board of Directors or one of its committees.
3. All general membership meetings and their main topic shall be announced to the general membership at least one week in advance by way of (a) a school bulletin, or (b) by email distributed to the school's email list for school bulletins and by posting in the school office or on the RPTO bulletin board.
4. A quorum at any general membership meeting shall consist of 2/3 general members, who may also be members of the Board of Directors, for the purpose of taking a vote. Other business may be transacted without a quorum present.
5. Robert's Rules of Order shall govern the procedures of the meetings of RPTO and the Board of Directors, including any procedures relating to amendments of these bylaws, except as otherwise provided herein.

## **ARTICLE XI**

### **Notices**

Except as may otherwise be required by law or provided in these bylaws, any notice to any director or member may be delivered personally or by mail or email. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of RPTO, with postage thereon prepaid. If emailed, the notice shall be deemed to have

been delivered when sent electronically to the addressee at his or her last known email address in the records of RPTO.

## **ARTICLE XII**

### **Seal**

The corporate seal of RPTO, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of RPTO.

## **ARTICLE XIII**

### **Indemnification of Officers, Directors, Employees and Agents**

1. Definitions. As used in this Article:
  - A. "Action" means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.
  - B. "Another Enterprise" means a corporation (other than RPTO), partnership, joint venture, trust, association, committee, employee benefit plan or other group or entity.
  - C. "Corporation" means RIVERVIEW ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION and any predecessor to it and any constituent Corporation (including any constituent of a constituent) absorbed by RPTO in a consolidation or merger.
  - D. "Director or Officer" means each person who is serving or who has served as a director or officer of RPTO or, at the request of RPTO, as a director, officer, employee, partner, trustee or agent of Another Enterprise.
  - E. "Indemnitee" means each person who was or is threatened to be made a party to or is involved (including without limitation, as a witness) in an Action because the person is or was a Director or Officer of RPTO.
  - F. "Loss" means loss, liability, expense (including attorney fees), judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement, actually and reasonably incurred or suffered by an Indemnitee in connection with an Action.
  
2. Right to Indemnification. RPTO shall indemnify and hold each Indemnitee harmless against any and all Loss except for Losses arising out of: (a) the Indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law or (b) any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property, or services to which the Indemnitee was not legally entitled. Except as provided in paragraph 4

of this Article, the Corporation shall not indemnify an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless such Action (or part thereof) was authorized by the Board of Directors of RPTO. If, after the indemnification of directors or officers, then Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

3. Burden of Proof, Procedure for Payment and Notice to Directors.

- A. The Indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where the undertaking in (B) below has been tendered to RPTO), and thereafter RPTO shall have the burden of proof to overcome the presumption that the Indemnitee is so entitled.
  - B. The right to indemnification conferred in the Article shall include the right to be paid by RPTO all expenses (including attorney fees) incurred in defending any Action in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of an Action shall be made upon delivery to RPTO of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Article or otherwise.
  - C. Any indemnification in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the directors with the notice of the next directors' meeting or prior thereto in a written report containing a brief description of the proceedings involving the Director or Officer being indemnified and the nature and extent of such indemnification.
4. Right of Indemnitee to Bring Suit. If a claim under this Article is not paid in full by RPTO within sixty (60) days after a written claim has been received by RPTO, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against RPTO to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnitee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of RPTO (including its Board of Directors or independent legal counsel) to have made a determination prior to the

commencement of such action that indemnification of or reimbursement or advancement of expenses to the Indemnitee is proper in the circumstances, nor an actual determination by RPTO (including its Board of Directors or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the Indemnitee is not so entitled.

5. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in this Article shall not be exclusive of any other right under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of disinterested directors, or otherwise.
6. Insurance, Contracts and Funding. RPTO may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of RPTO or Another Enterprise against any expense, liability or loss, whether or not RPTO would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. RPTO may, without further corporate action, enter into contracts with any Director or Officer of RPTO in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.
7. Indemnification of Employees and Agents of RPTO. RPTO may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to employees and agents of RPTO with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of the Directors and Officers of RPTO or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.
8. Contract Right. Rights of indemnification under this Article shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Director or Officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of RPTO for or with

respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

9. Severability. If any provision of this Article or any application thereof shall be invalid, or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

## **ARTICLE XIV**

### **Books and Records**

RPTO shall keep at its registered office, its principal office in this state, or its secretary's office if in this state, the following:

1. Current Articles of Incorporation and RPTO bylaws;
2. Correct and adequate records of accounts and finances;
3. A record of officers' and directors' names and addresses;
4. Minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees of the Board, which in either case may be written records or electronic records if capable of being converted to writing; and
5. The RPTO Accounting Procedures Manual.

## **ARTICLE XV**

### **Amendments**

1. Proposed amendments to the Bylaws shall be proposed by the Bylaws Committee and submitted to a vote of the Board of Directors. Amendments may be adopted by a 2/3 vote of the voting directors then in office.
2. The Board of Directors may adopt emergency Bylaws by majority vote which shall be operative during an emergency in the conduct of the business of RPTO resulting from an attack on the United States or any nuclear or atomic disaster. The emergency Bylaws may make any provision that may be practical and necessary for the circumstances of the emergency.

These Amended and Restated Bylaws were adopted by RPTO's Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

RIVERVIEW ELEMENTARY SCHOOL  
PARENT TEACHER ORGANIZATION

BY: \_\_\_\_\_  
Lisa Litchfield, President

ATTEST:

\_\_\_\_\_  
Name: \_\_\_\_\_