



ARTICLE I – NAME

The organization shall be named MITCH Charter School Parent Support Organization, or MITCH PSO (herein referred to as the “PSO”).

ARTICLE II – OFFICES

The organization shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The PSO Leadership may at any time change the location of the registered office and person(s) designated as the registered agent.

ARTICLE III - PURPOSE

The primary purpose of the PSO will be to solicit and accept contributions of funds, in-kind assistance, and volunteer time and services to promote education, communication and understanding among the students, parents, teachers, staff and administration of MITCH Charter School (hereafter referred to as “MITCH”). It is organized for the purpose of supporting and enhancing the educational experiences of MITCH by:

1. Fostering the relationships among MITCH parents, students, and teachers;
2. Providing an organization through which the parents, teachers, students, and administration can work cooperatively to achieve the goals of MITCH; and
3. Providing financial support for items and programs not included in the annual MITCH budget.

The PSO shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this organization shall be to engage in any lawful activities; none of which are for direct profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)3 or 501(c)(2) of the Internal Revenue Code of 1954 and its corresponding future statutes.

ARTICLE IV - POLICIES

The policies of the PSO are established to maintain a tax-exempt status as defined by Section 501(c)3 or 501(c)(2) of the Internal Revenue Code.

Section 1: Operation. The PSO shall operate for charitable, educational, nonpartisan, non-sectarian, and non-commercial purposes and shall not discriminate based on age, sex, creed, or national origin. The PSO shall not seek to direct the administrative activities of MITCH or control its policies.

Section 2: Name. The name of the PSO and the names of any of its officers in their official capacities shall not be used in any connection with a commercial concern or political interest or for any purpose not appropriately related to the Mission of the PSO.

Section 3: Cooperation. The PSO may cooperate with other PSOs, but shall not interfere with the administration of these schools.

Section 4: Volunteers. Any person volunteering at a PSO event where MITCH students are present

must adhere to the MITCH policy regarding the Criminal Record Offender Information (CORI) check prior to volunteering.

Section 5: Programs. The programs of the PSO shall be intended for and directed toward supporting:

1. The education and educational enrichment of the MITCH community.
2. Fundraising for MITCH programs, projects, and equipment.
3. Committees and special projects that will benefit the MITCH community.

ARTICLE V - MEMBERSHIP

Voting membership in the PSO shall be open to all parents and duly appointed guardians of students who are in active enrollment at MITCH. Membership shall be available without regard to race, color, creed, or national or ethnic origin. All members have the right to attend and participate in all meetings and activities of the PSO. The membership year is from July 1 through June 30. Members shall be accepted at any time.

ARTICLE VI – ELECTION OF OFFICERS

Section 1: Officers. The elected Officers of the PSO shall be the President, Vice President, Secretary, Treasurer, Volunteer Coordinator, and up to four Member-at-large positions. The officers shall constitute the PSO Leadership. Only one person shall be voted into each office and shall be given the rights and responsibilities of the office as enumerated therein. No two members of the same immediate family shall be Officers concurrently. Officers must be active members as defined under Article V Membership.

Section 2: Nominations & Elections. Officers will be elected by majority vote of the membership. Nominations for Officer positions shall be submitted at the April PSO meeting by the Nominating Committee. At this meeting, additional nominations may also be made by the PSO membership. Elections will take place prior to the annual meeting (May) and results will be announced at the annual meeting.

Section 3: Term of Service. Officers shall be elected for a term of one year (beginning July 1st and ending on June 30th). An individual may not serve more than two consecutive terms as an Officer, unless no candidates can be found for that office. In the event the PSO fails to fill all Officer positions at the Annual Meeting, the incumbent of the expiring term may remain in office for one additional term or until an election of a new official at any PSO meeting. At all times, Officers must continue to meet the definition of membership as defined under Article V Membership.

Section 4: Vacancies. In the event of a mid-term vacancy the positions will be filled under Article VI Section 2 in a timely fashion.

Section 5: Interests. All Officers shall act in the best interest of the PSO.

Section 6: Compensation. No Officer shall be compensated for their service.

Section 7: Attendance. Each Officer shall attend a minimum of 8 monthly PSO meetings per year.

Section 8: Removal from Office. Any Officer can be removed from office, with reasonable cause, by a two-thirds vote at a regular PSO meeting. Advance notice of the vote shall be given to the PSO Membership at least one week prior to the meeting.

ARTICLE VII - OFFICER ROLES

Only one person shall be voted into each office and shall be given the rights and responsibilities of the office as enumerated therein.

Section 1: President

The President shall:

1. Have responsibility for the general management and conduct of the PSO under the direction of the PSO Leadership.
2. Be Executive Officer of the PSO.
3. Oversee the financial affairs of the PSO.

4. Serve as primary liaison between the PSO, MITCH, and MITCH Board of Directors
5. Prepare meeting agendas and preside over each meeting.
6. Represent the PSO at community meetings or other meetings outside of the organization.
7. Assist in the coordination of all committees.
8. Sign checks in addition to the Treasurer and Vice President.
9. Appoint Committees as needed.

Section 2: Vice President

The Vice President shall:

1. Produce the Monthly Newsletter.
2. Maintain the PSO website.
3. Perform duties assigned by the President.
4. Perform the duties of the President in case of absence, resignation or inability to serve.
5. Sign checks in addition to the Treasurer and President.

Section 3: Secretary

The Secretary shall:

1. Maintain all records of the PSO, including transactions, contracts, correspondence, and related documents.
2. Announce meetings to MITCH and PSO membership.
3. Send out email updates to parents, weekly or as needed.
4. Record minutes and forward copies to PSO Leadership within one week of the recorded meeting.
5. Circulate the minutes from the preceding PSO meeting at each monthly PSO meeting.
6. Maintain organized records from the planning of any event hosted by the PSO. These records should be kept in a secure location, should be made available, upon request, to any Committee Chair planning a similar event, and turned over to the next Secretary to hold this position.
7. Attend to the official correspondence of the PSO, including, but not limited to, gestures of appreciation and sympathy on behalf of the PSO.
8. Hold a copy of the PSO Bylaws, and current Membership list and make each available upon request to any PSO Member at any PSO Meeting.
9. Provide a printed copy of these Bylaws to each newly elected PSO officer prior to the next PSO meeting.
10. Maintain the email distribution list.
11. Any other duties as may be prescribed by the PSO Leadership.

Section 4: Treasurer

The Treasurer shall:

1. Act as custodian of funds and perform all banking activities of the PSO.
2. Maintain up-to-date, accurate financial records for the PSO.
3. Receive all funds of the PSO; including, but not limited to, donations, dues, and fundraising sales and contributions.
4. Sign checks in addition to the President and Vice President.
5. Provide a written and oral financial report of the receipts and expenditures at each PSO meeting and upon request of the PSO Leadership team.
6. Audit all invoices and receipts submitted for payment or reimbursement to ensure each request is in compliance with PSO policies. Pay all bills and disburse funds as authorized by the PSO Leadership.
7. Perform the complete and timely filing of all federal and state tax returns as well as other financial reports, pertaining to the PSO's 501(c)3 status, as applicable; and maintain accurate records of such.
8. Complete all financial updates by the close of the fiscal year and provide a full year-end report.
9. Submit all requested/required financial data relating to PSO operations to the Finance Audit Committee Chair within three weeks prior to the close of the fiscal year, for the purposes of the PSO's accounts and financial statements being audited by an independent CPA.
10. Any other duties as may be prescribed by the PSO Leadership.

Section 5: Volunteer Coordinator

The Volunteer Coordinator shall:

1. Assist with Back to School Night and other MITCH and PSO volunteer recruitment.
2. Communicate with committee chairs on volunteer needs.
3. Maintain all volunteer hours for reporting purposes.
4. Coordinate designated MITCH Teacher and Staff Appreciation events.

Section 6: Member-at-large

The Member-at-large shall:

1. Assist with the operations of the PSO as requested by the President or PSO Leadership.

ARTICLE VIII – LEADERSHIP

Section 1: Definition. The PSO Leadership shall consist of all elected officers. The PSO Leadership shall have the power to make ongoing decisions between meetings except those by law including dissolution, merging, or selling the organization; or those items requiring a vote by the membership; or adoption, amendment, or repeal of the Articles of Incorporation or Bylaws.

Section 2: Duties. The PSO Leadership shall:

1. Conduct necessary business and affairs between PSO meetings.
2. Prepare a proposed budget, in cooperation with MITCH, for the succeeding fiscal year to be voted upon by the PSO Leadership at the last regular PSO meeting of preceding fiscal year.
3. Create a PSO calendar of events in cooperation with MITCH.
4. Appoint Standing and Special Committee chairs and members.
5. Prepare and report on the business and financial affairs of the PSO at the PSO Meetings.
6. Approve payment of invoices within the limits of the approved budget.
7. Act in emergencies between PSO meetings.

ARTICLE IX - MEETINGS

Section 1: Annual Meeting. An annual meeting of the general membership shall be held in May for the purpose of electing officers and transacting such other business as may be brought before the meeting. A notice of date, time, and purpose of the meeting must be sent to all members two weeks in advance.

Section 2: Regular Meetings. Regular monthly meetings shall be held at a time and place pre-established by the PSO Leadership. Dates and times of the meetings shall be presented by the President at the first PSO meeting each fiscal year and listed on the MITCH calendar. Meetings shall be held at any such place as may be designated and conducted under the direction of the President, pursuant to the rules of Parliamentary Procedure. There will be at least four (4) meetings annually, in addition to the Annual Meeting.

Section 3: Special Meetings. Special meetings may be called at any time during the school year by the PSO Leadership or by petition of no less than 25% of the membership by a demand signed, dated, and delivered memo to the Secretary. Such demand shall describe the purpose of the meeting. The objective(s) of such Special meeting must be set forth and presented to the PSO membership at least one week prior to the meeting.

Section 4: Quorum. A majority of the PSO Leadership shall constitute a quorum. A quorum must be met in order for any vote to take place.

Section 5: Proxy Voting. There shall be no voting by proxy.

Section 6: Notice. Notice of the time, date and place of all PSO meetings shall be given to members no less than one week prior to the meeting and must include a description of proposed action(s).

ARTICLE X - FUNDS

Section 1: Use. PSO funds shall be used for programs, events, and items that directly benefit MITCH and its community.

Section 2: Income. All funds of the PSO shall be deposited to the credit of the organization in such banks, trust companies, or other depositories as the PSO Leadership may select. All funds must be documented and submitted to the Treasurer within 7 days of receipt. All funds received by the Treasurer must be deposited into the PSO bank account within 3 days of receipt. Separate deposit receipts for funds received from each unique fundraising event should be maintained.

Section 3: Budgeted Expenses

Budgeted expenses will include annual operating costs (such as Insurance, P.O. Box, financial audit, etc.) and costs incurred through the execution of the PSO Mission, including but not limited to costs incurred through regular fundraising activity.

Section 4: Non-Budgeted Requests. Monetary requests for non-budgeted items may be submitted to the PSO by any PSO member in good standing. A vote for the approval of the monetary disbursement shall be taken by the PSO Leadership at the next scheduled meeting. Advance notice of the upcoming vote shall be publicized to the PSO Membership at least 1 week prior to the vote.

Section 5: Reimbursements. All commitments for necessary operating expenses must be reviewed and approved by the PSO Leadership. Reimbursements for all expenses shall be made only after receipts for the expenditures have been audited, documented, and approved by the Treasurer and President. Reimbursement requests should be submitted to the Treasurer within 30 days of the incurred expense or by three weeks prior to the end of the fiscal year, whichever comes first, and must be accompanied by a receipt. Any cash advance to cover expenses prior to a purchase must be documented in detail. All unused funds must be returned to the Treasurer immediately following the purchase.

Section 6: Payments. All checks, drafts, or other orders for payment of money and notes or other evidences of indebtedness issued in the name of the organization, with prior approval of the PSO leadership through budget approval, shall be signed by two of the following: President, Vice-President, or Treasurer. Any request for payment in excess of 10% and \$50 of the originally approved budgeted amount will need approval by vote of the PSO Leadership in order for reimbursement to occur.

Section 7: Reporting. An updated financial report shall be made available at each PSO meeting. The fiscal year of the PSO shall begin on July 1st and end on June 30th.

Section 8: Carry-Over. The PSO is authorized to carry over funds to the following fiscal year as recommended by the PSO Leadership.

ARTICLE XI – COMMITTEES

The PSO Leadership may designate committees, as its activities shall warrant.

Section 1: Standing Committees. Standing Committees shall exist for the purpose of carrying out a specific set of relative duties. Standing committees of the PSO shall include Fundraising, Finance/Audit, and Nominating committees. The PSO Leadership shall establish and disband such other committees as it deems necessary and advisable.

Section 2: Chairpersons. Chairpersons of Committees shall be appointed by the PSO Leadership. An Officer may also act as Chair of up to two Committees.

Section 3: Records. The Chairperson of each committee shall keep a written record of the activities of the committee in a manner that would allow these records to be passed along to future Chairs. These records should be turned over to the Secretary who will maintain a comprehensive file of all events planned by the PSO and make them available to future Chairs.

Section 4: Committee Members. Chairpersons may solicit and appoint additional members to serve on

their respective committees as necessary.

Section 5: Term of Service. A person may not serve as the Chairperson of the same committee longer than two consecutive terms.

Section 6: Attendance. Committee Chairpersons shall attend PSO meetings to report on the activities of the committee.

Section 7: Nomination. Standing Committee Chairs shall assist in the nomination of the incoming Chairperson of their respective committee.

ARTICLE XII - COMMITTEE DUTIES

Section 1: Nominating Committee

The Nominating Committee shall:

1. Publicize PSO positions and recruit volunteers to fill open PSO Leadership positions for the upcoming school and fiscal year.
2. Work with the PSO Leadership and Committee Chairs to prepare a list of nominees to be included on the annual election ballot at the April PSO meeting. This list shall be completed and publicized to all PSO members at least two weeks prior to the May meeting.

Section 2: Finance/Audit Committee

The Finance Audit Committee shall consist of the President, Treasurer and at least one PSO Member that does not currently serve on the PSO leadership. The Committee shall assist in coordinating the presentation of financial information in conjunction with Article VII, Section 4 of the Treasurer's duties, and coordinate the audit of the financial records performed by an Independent CPA."

Section 3: Fundraising Committee(s)

The Fundraising Committees shall:

1. Research options, plans, and anticipated profits and expenses for any fundraising projects and present suggestions to the PSO Leadership.
2. Prepare and execute fundraising projects as approved by the PSO Leadership.
3. Solicit volunteers to assist with each Fundraiser.
4. Report all Fundraising activities, expenses, and profits at monthly PSO meetings.
5. Maintain confidential records of all contributions.
6. Maintain planning records of each fundraiser and provide to the Secretary for permanent record keeping.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, shall govern the PSO in all cases in which they are applicable and in which they do not conflict with these Bylaws. A copy of these Rules shall be held by the Secretary and be made available at each meeting.

ARTICLE XIV – INDEMNITY.

The PSO will indemnify its officers to the fullest extent of the law.

ARTICLE XV - DISSOLUTION

Section 1: Dissolution. The PSO may be dissolved provided prior notice is given to the PSO Membership that a vote for dissolution will be taken at the next scheduled Regular PSO meeting. Dissolution shall be approved by a majority vote of the PSO Membership present at the designated meeting.

Section 2: Remaining Funds. Upon a vote to dissolve the PSO, the remaining funds shall first be used to pay any outstanding PSO debt and then either:

1. a vote shall be taken by the PSO Membership to spend remaining funds on an item or items that benefit MITCH; or

2. the remaining funds be held in escrow by the Executive Director for use by a future MITCH PSO. If a PSO is not formed within 24 months, the funds shall revert to MITCH and be used toward the benefit of the students under the discretion of the Executive Director.

ARTICLE XVI – AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the PSO Leadership, provided there has been one-month notification of the proposed amendment to all voting members. Prior to the adoption of the amendment, each member shall be given at least seven (7) days' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws, and a copy of the proposed amendment will be made available to all members for review.

ARTICLE XVII – CONFLICT OF INTEREST POLICY

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person.* Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.*
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflict of Interest Policy.*
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed. b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation. b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation. c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person: Has received a copy of the conflict of interest policy; Has read and understood the policy; Has agreed to comply with the policy; and Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining. b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.