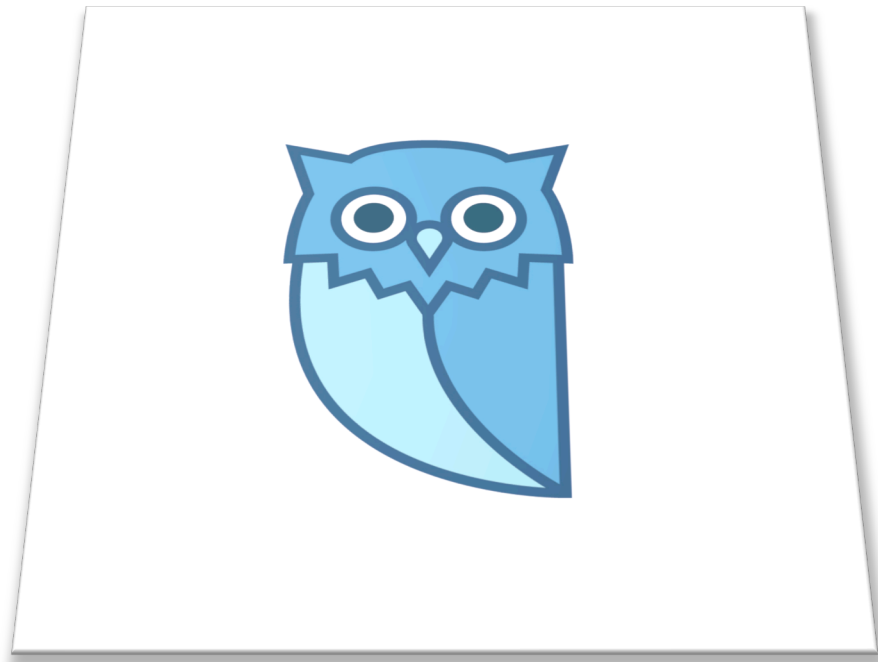


OWL PTO

Open World Learning  
Community Parent Teacher  
Organization Amended Articles  
of Incorporation and Bylaws



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**Open World Learning Community Parent Teacher Organization (OWL PTO) EIN: 26-4180176**

## Article 1: NAME & ADDRESS

The name of the organization shall be **Open World Learning Community Parent Teacher Organization (OWL PTO)**. The OWL PTO is located at Open World Learning Community, 65 Kellogg Blvd E, St Paul MN, 55101.

## Article 2: DESCRIPTION

The OWL PTO is a nonprofit organization that exists exclusively for charitable purposes to support Open World Learning Community, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## Article 3: PURPOSE & OBJECTIVES

### Section 1: PURPOSE

The purpose of the OWL PTO is to enhance and support the educational experience for all students, families and staff at Open World Learning Community.

### Section 2: OBJECTIVES

The objectives of the OWL PTO are:

- A. To build and sustain a strong school community by encouraging parent/guardian, student and staff involvement in OWL activities.
- B. To enhance the learning environment at Open World Learning Community through volunteer and financial support of educational facilities, programs or services NOT otherwise provided for in official school budgets.
- C. To raise funds and promote participation in school activities beneficial to OWL students.

## Article 4: BASIC POLICIES

Section 1: This PTO shall be noncommercial, nonsectarian, nonpartisan and nonprofit.

Section 2: This PTO shall not seek to direct the administrative activities of the school, nor control its policies.

Section 3: This PTO may cooperate with other organizations or agencies concerned with child education or welfare, provided its representatives make no commitments that bind this PTO.

Section 4: No profits shall proceed to any officer or member of this PTO (except that reasonable compensation may be paid for services rendered to or for this PTO).

Section 5: The name of this PTO or the names of any members in their official capacity shall not be used to endorse or promote a commercial concern, or in connection with any partisan interest, or for any purpose not appropriately related to the promotion of the objectives of this PTO.

Section 6: No substantial part of the activities of this PTO shall be carrying on propaganda, or otherwise attempting to influence legislation or any public initiative or referendum, and this PTO shall not participate or intervene in, including publication or distribution of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 7: Notwithstanding any other provisions of these articles, this PTO shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

## Article 5: ARTICLES OF INCORPORATION

The OWL PTO exists as an incorporated organization of its members. Its “Articles of Incorporation” comprise these bylaws and may be amended from time to time. In the event of any conflict between these bylaws and the Articles of Incorporation, these bylaws shall govern.

## Article 6: MEMBERSHIP

### Section 1: ELIGIBILITY

Membership shall be automatically granted to all parents and guardians of students currently attending Open World Learning Community, plus all staff at Open World Learning Community.

Membership in the OWL PTO shall be available to any individual who subscribes to the objectives and basic policies of this PTO, without regard to race, color, ethnicity, religion, gender identity, age, marital status, sexual orientation, national origin, citizenship status, disability, veteran status, sex, physical appearance, or any other group protected by applicable federal, state or local laws.

### Section 2: DUES

There are no membership dues.

### Section 3: VOTING PRIVILEGES

There shall be one vote per member in attendance at any PTO General Meeting.

## Article 7: LEADERSHIP TEAM & ELECTIONS

### Section 1: LEADERSHIP TEAM

The Leadership Team shall consist of no more than five members: Chairperson or two Co-Chairs, Secretary, Treasurer, Member(s)-at-Large. Members may hold more than one office.

## Section 2: PTO MANAGEMENT

The management of all OWL PTO activities shall be vested in the Leadership Team, as defined by this PTO's bylaws. No Leadership Team member shall have any right, title, or interest in or to any property of the corporation.

## Section 3: GENERAL DUTIES OF THE LEADERSHIP TEAM

The duties of the Leadership Team shall be to transact business between General Meetings and such other business as may be referred to it by the organization, to create standing rules and policies, to create standing and special committees necessary to carry out the objectives and aims of the OWL PTO and to approve the plans of work of any such committees, to present a report of plans, projects, activities, etc. at General Meetings, and to prepare and present a fiscal year budget at the first General Meeting of the fiscal year.

## Section 4: MEETINGS

The Leadership Team will hold regular monthly meetings during the school year. The meeting schedule shall be determined at the first Leadership Team meeting. A 2/3 majority vote of any Leadership Team members in attendance at any OWL Leadership Team PTO meeting shall constitute a quorum necessary for the transaction of business.

## Section 4: COMPENSATION

Leadership Team members shall serve without compensation, with the exception that expenses incurred in the furtherance of OWL PTO business may be reimbursed with documentation and prior approval.

## Section 5: NOMINATIONS & ELECTIONS

Persons interested in serving on the Leadership Team may nominate themselves or another person by making an announcement at either the April or May General PTO Meeting. Appropriate notification will be given to the OWL community via the PTO website page. Elections will be held at the General PTO Meeting in May after all nominations have been made. Leadership Team members shall be elected by secret ballot. If there is only one nominee for any position the election may be by hand vote.

## Section 6: ELIGIBILITY

All OWL PTO members are eligible for the Leadership Team.

## Section 7: TERM OF OFFICE

The term of office for all Leadership Team members is one year, beginning June 1<sup>st</sup> and ending May 30<sup>th</sup> of the following year. There is no limit on the number of terms that a member can serve in any position.

## Section 8: NEW LEADERSHIP TEAM MEMBERS

New Leadership Team members shall assume their official duties at the close of the general PTO meeting in May. All retiring members shall deliver all official PTO materials to their successors at the close of their service of office. The incoming and outgoing Leadership Team members must make

themselves available in a timely manner to update the authorized signatures of the OWL PTO bank account.

#### Section 9: VACANCIES

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote at the next General Meeting.

#### Section 10: REMOVAL FROM OFFICE

Removal from office may occur by a 2/3 majority vote of the Leadership Team for: missing more than two consecutive Leadership Team meetings without notice, failure to perform assigned duties or intentionally not following through with Leadership Team decisions, corruption, or any act that brings dishonor to the OWL PTO or negates PTO objectives. One week notice of any such vote will be given.

## Article 8: DUTIES OF LEADERSHIP TEAM MEMBERS

#### Section 1: ALL MEMBERS

All Leadership Team members shall perform the duties prescribed in these bylaws; and such other duties as may be delegated. In addition to the duties outlined above (Article 7, Section 3: General Duties of the Leadership Team), all Leadership Team members will share the following duties:

- a. Construct an agenda for General Meetings.
- b. Present a selection of fundraising activities to be voted on at General Meetings.
- c. Present PTO activities at scheduled Site Council meetings.
- d. Represent OWL PTO at school functions (e.g., Open Houses, etc.).
- e. Determine the annual budget.
- f. Approve routine expenditures and bills within the limits of the budget.
- g. Ensure that accurate and up-to-date planning documents are kept for all OWL PTO activities and events.
- h. Sign orders, fundraising contracts and vouchers.
- i. Authorized to sign OWL PTO checks, make purchases with OWL PTO debit cards, or withdraw funds.
- j. Authorized to make OWL PTO banking deposits.
- k. To select an auditor or auditing committee to audit the Treasurer's accounts.
- l. To review the bylaws annually and ensure that the bylaws are updated as necessary.

#### Section 2: CHAIRPERSON OR CO-CHAIRS

The Chairperson or Co-Chairs shall:

- a. Preside over all meetings.
- b. Serve as official OWL PTO representative(s) for legal and other official matters not specifically outlined in these bylaws.
- c. Coordinate and oversee the work of Leadership Team members and Committee Chairpersons to ensure alignment with OWL PTO objectives.

- d. Serve as primary contact(s) for the Principal or Principal's designee to discuss any upcoming activities and plans and seek approval.
- e. Represent the OWL PTO at meetings outside the organization.
- f. Serve as ex-officio member(s) of all committees.
- g. Consult with Leadership Team members and Committee Chairpersons before events to ensure everyone is working together and facilitate planning progress as necessary.
- h. File annual renewal with MN Secretary of State.

### Section 3: SECRETARY

The Secretary shall:

- a. Keep records and notes of each Leadership Team meeting and General Meeting.
- b. Handle official OWL PTO correspondence, other than financial correspondence.
- c. Schedule meetings, complete building permits, distribute materials received to appropriate Leadership Team members.
- d. Compile and distribute agendas for Leadership Team meetings and General Meetings.
- e. Maintain current database of active OWL PTO members as well as their PTO-related volunteer interests & service.
- f. Manage communications and marketing for the OWL PTO, including but not limited to newsletters, email broadcasts, website, bulletin boards, etc.

### Section 4: TREASURER

The Treasurer shall:

- a. Have custody of all funds and financial records, and maintain accurate accounting of receipts and expenditures with complete written documentation.
- b. Close out all OWL PTO activities and events and collect all monies received by the OWL PTO.
- c. Make disbursements in accordance with the approved budget, as authorized by the Leadership Team.
- d. Maintain the OWL PTO's checking account.
- e. File an information return with the IRS at the end of each fiscal year in accordance with IRS regulations.
- f. Present monthly financial report to the Leadership Team and at regular General Meetings.
- g. Prepare and present an end of the year financial report after all activities have been closed out for the fiscal year.

## Article 9: STANDING & SPECIAL COMMITTEES

### Section 1: FORMATION

Standing and special committees may be created or dissolved when deemed necessary to promote the objectives and carry on the work of the OWL PTO under the direction of the Leadership Team.

### Section 2: COMMITTEE CHAIRPERSON(S)

A Committee Chairperson(s) will be determined by the Leadership Team or elected by a 2/3 majority of all members present at the first committee meeting.

### Section 3: TERM OF OFFICE

At the end of each school year all Committee Chairs may be considered open. The term of each Committee Chair shall be one year OR until the election of a successor OR until the dissolution of the committee. Failure of performance of a Committee Chairperson shall be considered by the Leadership Team, which will determine whether to remove said Committee Member from their position.

### Section 4: DUTIES OF COMMITTEE CHAIRS

Committee Chairperson(s) shall be issued committee guidelines by the Leadership Team. This may include, but is not limited to, work-plans or other documentation of previous activities.

- a. Present work-plans to the Leadership Team. No committee work shall be undertaken without the approval of the Leadership Team.
- b. Submit any necessary forms or permits that have been approved by the Leadership Team.
- c. Present oral reports at OWL PTO meetings.
- d. Turn in all monies collected to Treasurer along with the completed Money Counting Form no later than five days following the closing of any fundraising project or event.
- e. Present final written documentation (i.e., up-to-date and accurate work-plan and any supporting documentation) to the Leadership Team no later than one month after the closing of any activity or event. Activities extending beyond one month shall submit monthly oral or written financial and progress reports to the Leadership Team.

### Section 5: CONTRACTS

Standing and special committee members do not have the authority to sign contracts.

## Article 10: MEETINGS & VOTING

### Section 1: LEADERSHIP TEAM MEETINGS

Regular Leadership Team Meetings will be held as outlined above (Article 7, Section 4: Meetings).

### Section 2: GENERAL MEETINGS

Regular General Meetings shall be held at Open World Learning Community to conduct the business of the OWL PTO. There shall be a minimum of four to six meetings annually. The General Meeting schedule for the school year shall be determined by the Leadership Team in September and posted on the PTO website and school calendar.

### Section 3: SPECIAL MEETINGS

Special Meetings may be called for any purpose at any time by the Leadership Team, with one week's notice when possible but not less than 24 hours before such meeting.

### Section 4: VOTING

Each member in attendance at a PTO General Meeting is eligible to vote. Absentee and proxy votes are not permitted. A 2/3 majority vote of any members in attendance at any OWL PTO General Meeting shall constitute a quorum necessary for the transaction of business.



### Section 5: AGENDA

Requests to present agenda items in either a General Meeting or Leadership Team meeting must be made to any Leadership Team Member at least one day prior to the meeting. Requests must include topic and length of time needed to make the presentation.

### Section 6: RULES OF ORDER

*Robert's Rules of Order* shall govern meetings in all cases in which they are applicable and in which they are not in conflict with these bylaws.

## Article 11: FINANCIAL POLICIES

### Section 1: FISCAL YEAR

The fiscal year of the OWL PTO shall begin on September 1<sup>st</sup> and end on the following August 30<sup>th</sup>.

### Section 2: RECORDKEEPING

The OWL PTO shall keep accurate records of any disbursements, income, and bank account information. All receipts, invoices, statements and other financial documentation must be given to the Treasurer on a timely basis.

### Section 3: BANKING

All funds shall be kept in a checking account in the name of Open World Learning Community Parent Teacher Organization (OWL PTO) held at a local financial institution. There must be a minimum of \$100.00 in the bank account at all times.

### Section 4: BUDGET

A tentative budget shall be drafted in the fall and approved by a majority vote at the first General Meeting. The OWL PTO shall leave a minimum of \$200 carryover balance in the treasury at the end of each fiscal year.

### Section 5: REQUESTS FOR PTO FUNDS

All Open World Learning Community staff, school or PTO committees, and student group organizations shall be able to request PTO funds consistent within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. The Leadership Team shall review requests for PTO funds and compare them with OWL PTO objectives and bylaws to determine if the request should be brought to a vote at a General Meeting.

### Section 6: REIMBURSED EXPENSES

- a. All receipts and invoices for approved expenses to be reimbursed must be submitted to the Treasurer, along with a completed Reimbursement Form, no later than one month after the closing of the activity or event.
- b. Approved expenses are those expenditures that have been identified in the Annual Budget and voted on by the OWL PTO General Membership and/ or Leadership Team.

- c. The OWL PTO shall NOT authorize reimbursement for payment of sales tax that would not normally be required by a tax-exempt organization.
- d. If the Treasurer is not available to disburse payment, another member of the Leadership Team may write checks for reimbursement of approved expenses.

#### Section 7: NON-BUDGETED EXPENDITURES

The Leadership Team shall approve by a 2/3 majority vote all expenditures not in the budget prior to the distribution of funds as follows: amounts of \$150 and less may be approved by at least two Leadership Team members, and amounts over \$150 shall be voted on at Leadership Team meetings.

#### Section 8: COLLECTED MONIES

Within 3 days after the close of an activity or event where monies have been collected, a minimum of two PTO members not related to each other shall count the money, complete a Money Counting Form, and turn over monies and the form to the Treasurer. Monies should then be deposited within two business days by the Treasurer, or if the Treasurer is not available by another member of the Leadership Team.

#### Section 9: NSF CHECKS

When a check written to the OWL PTO is returned for insufficient funds, the Treasurer will send a letter to the checking account holder via mail or email. The letter will include a copy of the returned check, a request for the written amount plus the fees charged to OWL PTO.

## Article 12: PERSONAL LIABILITY

#### Section 6: PERSONAL LIABILITY

No member of the OWL PTO shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of any members be subject to the payment of the debts or obligations of this organization.

## Article 13: DURATION & DISSOLUTION

#### Section 1: DURATION

The duration of the corporate existence of the OWL PTO shall be perpetual until dissolution.

#### Section 2: DISSOLUTION

The OWL PTO may be dissolved with a 2/3 majority vote of all PTO members present at a Special Meeting called for the purpose of dissolution and publicized at least two weeks in advance.

#### Section 2: DISTRIBUTION OF ASSETS

Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the OWL PTO, any remaining assets shall be donated to Open World Learning Community. If Open World Learning Community ceases to exist, remaining assets of the OWL PTO

shall be distributed to the St. Paul Public School District within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## Article 14: AMENDMENTS

These bylaws shall be reviewed every year. Amendments to the OWL PTO bylaws may be proposed by any PTO member and may be submitted at any meeting of members or special meeting called for this purpose. Notice of the proposed amendment(s) shall be available to all OWL PTO members at least 7 days prior to a vote. A 2/3 majority vote of all members present is required to adopt an amendment to the bylaws.

## CERTIFICATION

These bylaws were approved at a meeting of the general membership by unanimous vote on May 21, 2013.

We, the current members of the OWL PTO Leadership Team, certify that this document is a complete and accurate copy of the Open World Learning Community Parent Teacher Organization (OWL PTO) bylaws, as revised in May of 2013 and officially amended with the Minnesota Secretary of State in September of 2013.

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Lisa Gale, OWL PTO Co-Chairperson & Treasurer

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Mary Beth Leone-Getten, OWL PTO Co-Chairperson & Secretary