

Rancho Solano Preparatory School
Rancho Solano PTO, Inc. EIN: 83-2795860
Revised Bylaws - April 28, 2022

ARTICLE I - NAME AND ADDRESS

The name of the organization shall be Rancho Solano PTO, Inc. The principal office of the organization shall be 9180 E. Via De Ventura, Scottsdale AZ 85258

ARTICLE II – PURPOSE

The organization is intended for the purpose of supporting the education of children at Rancho Solano Preparatory School by fostering relationships among the school, parents and teachers.

ARTICLE III - RECORDS AND REPORTS

Section 1: Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors and members at all reasonable times during office hours.

Section 2: Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual tax information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3: Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place designated by the Board and committees of the Board. Upon leaving office, each board member shall turn over to his or her successor organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization. Every director and member shall have the right to inspect all books, records, and documents of every kind.

ARTICLE IV - MEMBERSHIP

All parents and guardians of actively enrolled Rancho Solano student(s) are considered members of the RS PTO, Inc as long as they uphold the policies of the RSPS PTO and subscribe to its bylaws.

- All actively enrolled Rancho Solano parents are considered non-voting members of RS PTO Inc.; with the exception that all RS PTO Inc members have the right to vote for the Board of Directors and subsequent members of the Standing Committees during the annual spring elections.
- All RS PTO Inc members are eligible to hold a Board of Directors position if duly elected and are welcome to attend the Annual RS PTO Inc Meeting held in May as a non-voting member of the RS PTO Inc.

ARTICLE V - MEETINGS

Section 1: Regular Meetings. The regular meeting of the organization shall be held at an agreed upon time and place as determined by the officers at the beginning of each school year.

- The RS PTO Inc Monthly Board/General Meetings are open only to the Board of Directors and the Standing Committee Presidents/Leaders, as well as representatives of the Rancho Solano Preparatory School Leadership.
- Any RS PTO member may submit written questions, comments, and concerns at any time to be reviewed by the Board of Directors at the next subsequent monthly board meetings. A written response will be provided post monthly board meetings.

Section 2: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. The annual meeting will take place in May of each year and will be open to the general Rancho Solano Preparatory School population. Additional attendees may be present during meetings and will serve as non-voting guests.

Section 3: Notice. Notice of each annual meeting shall be given to each Board member, by mail or email, not less than ten days before the meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation. The Board serves as a fiduciary board and is responsible for overall policy and direction of the organization.

- The Board of Directors shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Arizona.
- The Board of Directors shall establish policies and procedures, subject to the provisions of these Bylaws, and has the authority and responsibility to see that the policies and directives are appropriately followed.
- The Board of Directors shall include the 5 Officers and the Committee Presidents/Leaders. The Board shall have up to 9 and not fewer than 3 members and shall strive to have an odd number.
- The Board of Directors is run by volunteers and no compensation is received.

Section 2: Meetings. The Board of Directors shall meet monthly, at an agreed upon time and place.

Section 3: Board of Directors Elections. Election of new directors or election of current directors to a second or third term will occur in April and results will be confirmed by the Annual Meeting. The Board of Directors will be elected by a majority vote of the Rancho parent community and will take office at the duly appointed time.

- Standing committees (Lower School, Upper School and Athletic Booster Club) will be responsible for holding their own elections. Voting for each committee should occur no later than the end of April. Elected Leaders of each committee shall hold a voting seat as part of The Board in the upcoming year.
- Each parent/guardian shall have one vote regardless of number of children attending Rancho Solano Preparatory School
- No officer of The Board shall be appointed to any additional positions on any standing committee. While the committee leaders will have a voting seat on The Board they will not be able to hold an Officer position on The Board.
- If vacancies occur or positions left unfilled post-elections, The Board can re-open elections OR choose to appoint vacancies.

Section 4: Terms. All Board members shall serve a minimum of one (1) year and maximum of three (3) consecutive years in the same office. All board positions are up for re-election each year. Board members completing a maximum term in office are eligible to apply for subsequent terms in a different position during elections.

Section 5: Quorum. A quorum of 51% percent of the Board members is required before business can be transacted or motions made or passed. Attendance can be in physical form or virtually utilizing phone or video conferencing.

Section 6: Notice. An official Board meeting requires that each Board member have written notice ten days in advance.

Section 7. Officers and Duties. There shall be five officers of The Board consisting of President, Vice President, Treasurer, Secretary and Communications Liaison. Their duties are as follows:

The President

- Serves as overall manager or Chief Executive Officer of the organization
- Presides at all Regular Meetings
- Puts into effect all acts and orders of the RS PTO, INC Board
- Carries out the provisions of the Bylaws and the Policies and Procedures of the the Board
- Makes necessary committee appointments with the approval of the Board

The Vice President

- Performs all duties of the President in the absence or disability of the President and, when so acting, shall have all the authority of and be subject to all the restrictions upon the President
- Provides the President and the members with parliamentary advice when so requested
- Files the Annual Report on the Arizona Corporation Commission Website.
- Updates the board member names on the Arizona Corporation Commission Website
- Certifies all duly adopted Bylaws of the Corporation and files updates with the ACC
- Maintains historical records of all previous bylaws and policies and procedures
- Perform such other duties as may be assigned by the President or the Board

The Secretary

- Upload all applicable federal and state corporate legal documents to the website storage location
- Maintains current copies of:
 - Articles of Incorporation, amendments thereto, and Bylaws
 - Policies and Procedures Manual
 - Signature pages of policies collected from Board and committee members
- Upload approved Board meeting minutes to the website
- Maintains a permanent file on the website of notices and correspondence concerning the Corporation
- Issues notices as directed by the Board
- Writes the agenda for Board Meetings
- Perform such other duties as may be assigned by the President or the Board

The Treasurer

- Is responsible for the receipt and custody of all moneys of the Corporation and for the disbursement thereof as authorized by the Board
- Keeps and maintains, or causes to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements
- Files a financial statement with the President and the Secretary at the Board meetings
- Responsible for renewing and maintaining annual subscriptions and liability insurance
- Provides requested information to the appointed external accountant to facilitate the filing of the Federal tax return.
- Is responsible for the preparation and the distribution of the Annual Financial Report
- Is responsible for accurate information regarding legal and financial aspects of fundraising

- Responsible for documentation to and from donors
- Perform such other duties as may be assigned by the President of the Board

The Communications Liaison

- Responsible for the communications affairs of the Corporation
- Posts to and monitors RSPSPTO.Org website for accurate and up-to-date information, including appropriate sponsor information.
- Oversees Committee pages and uploading of committee-specific information to the RSPSPTO.Org website
- Manages all RSPS PTO owned email addresses
- Manages all social media accounts and postings
- Publishes the RSPS PTO Newsletter quarterly
- Oversees completion and distribution of holiday greetings and public relations
- Handles correspondence for the Corporation, as requested
- Perform such other duties as may be assigned by the President or the Board

Section 8: Resignation, Absences and Termination.

- Resignation from the Board and standing committee leaders must be in writing and received by the Secretary.
- Expected absences from regular Board meetings should be communicated to the President at least 48 hours in advance. If a member has 3 or more absences then a re-evaluation of that member's commitment and ability to fill the role will occur.
- A Board member and Standing Committee Leader may be removed for any reason by a 80% vote of the remaining directors (members in question will not have a vote).

Section 9: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member postmarked 72 hours in advance.

ARTICLE VII - COMMITTEES

Section 1: Standing Committees. The Board shall oversee and provide governance of each committee. All committee business (fundraising, spending, social events, etc) shall be reported back to the Board at each monthly meeting. Standing Committees include but

are not limited to the Lower School Committee, Upper School Committee, and Athletic Booster Club Committee. President/Primary Leaders of each of these committees will serve as a voting member of The Board and are expected to attend regular meetings and the annual meeting.

Section 2: President/Primary Leaders of each of these committees will serve as a voting member of The Board and are expected to attend regular meetings and the annual meeting. In addition, are subject to the same Resignation, Absences and Terminations as outlined in Article VI.

Section 3: Additional Committees: The Board may appoint additional committees as needed.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/standing rules.

ARTICLE IX- STANDING RULES

Our children here are expected to follow the Rancho Five (Polite, Respectful, Responsible, Considerate, Successful). As parent-members of this community all members of the Board and its committees are expected to do the same. The Board and its committee members all serve as leaders and, as leaders in this organization it is expected of each member to conduct themselves in a manner which models the Rancho Five. Even in times of disagreement and conflict it is expected that all members will set forth a level of professionalism that represents this community and its values.

ARTICLE X- AMENDMENTS

These Bylaws may be amended when necessary by a 80% majority of The Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. Amended Bylaws must be filed by the Vice President to the ACC.

ARTICLE XI- ADOPTION

These revised bylaws were approved and adopted at a meeting of the Board of Directors on April 28, 2022

CERTIFICATE OF SECRETARY I, Sean McCracken, certify that I am the current elected and acting Secretary of the RS PTO Inc. 501c3 Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on April 28, 2022, and that they have not been amended or modified since the above. EXECUTED on this day of April 28, 2022, in the County of Maricopa in the State of Arizona. Sean McCracken

(Duly Elected Secretary)

