

# BYLAWS OF THE POLARIS PTO, INC.

## Article I: Name, Purpose, Foundations, Principles and Offices

1. **Name.** The name of this corporation is Polaris PTO, Inc. ("Corporation" or "Polaris PTO"). The Corporation was originally incorporated on November 4, 2002, as the Crofton PTO, Inc., but changed its name on August 11, 2004 in conjunction with the Polaris Program's move from Crofton Elementary School to Ebert Elementary School. Formerly known as the Polaris Program at Ebert Elementary, the school is now called Polaris Elementary. The Corporation is a nonprofit corporation.
2. **Purpose.** The purpose of the Polaris PTO is to help students at Polaris Elementary, a Denver Public School, thrive and excel through family involvement, staff support, strong community, and fund-raising.
3. **Foundations and Principles.** The Polaris PTO is founded on the following principles, which shall guide it in carrying out its mission:
  - a. All children are valued and have a right to an education.
  - b. Children who are highly gifted and talented or who are high achievers have special needs for which the Denver Public School's Polaris Elementary is especially designed.
  - c. The students of Polaris Elementary benefit from educational programming that is well-rounded and challenging and includes enrichment training, workshops and speakers in literacy, mathematics, athletics, science, and the arts.
  - d. A close relationship between the school and the home assists parents and teachers to educate students of Polaris Elementary in a cooperative and intelligent manner.
  - e. The students and families of Polaris Elementary benefit from the fact that it is a single-focus school, which is racially and socio-economically diverse.
4. **Offices.** The Polaris PTO's office shall be at 410 Park Avenue West, Denver, CO, 80205, or at such other places as the Board of Directors may from time to time designate.
5. **Policies.** The policies of the Polaris PTO shall be developed through meetings, conferences and committees, but shall not include attempting to direct or control the administrative activities of the school.

## Article II: Membership and Membership Meetings

1. **Members.** The parents or legal guardians of any child enrolled at Polaris Elementary and the faculty and staff of Polaris Elementary shall constitute the membership of the Polaris PTO.
2. **Fees.** There will be no membership fee to join the Polaris PTO.
3. **Annual Meeting.** There shall be an annual meeting of the general membership in May of each year, the principal purpose of which is for the membership to elect the Board of Directors and officers for the next following year.
4. **Monthly Meetings.** There shall be monthly meetings of the Polaris PTO during the school year. Except as set forth in Article III, section 6, all members have the right to attend, participate in, add agenda items, and provide feedback to the Board at all meetings of the Polaris PTO.
5. **Quorum.** At all member meetings, a quorum for membership business shall be the number of members present at the meeting.

## Article III: Directors

1. **Composition.** The business, property, and affairs of the Polaris PTO shall be managed and controlled by a Board of Directors. The Polaris PTO Board shall be composed of the officers of the Polaris PTO and the Principal of Polaris Elementary.
2. **Number.** The number of Directors of the Polaris PTO shall be fixed by the Board of Directors, but in accordance with the Articles of Incorporation, shall be no less than five (5) and no more than thirteen (13).
3. **Qualification.** Each Director must be a member of the Polaris PTO.
4. **Quorum.** At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent director.
5. **Election and Vacancies.** All members of the Board of Directors shall be elected in May at the annual meeting of the general membership. Election to office is by majority vote of Polaris PTO members present at the annual meeting. Any vacancies in the membership of the Board of Directors, whether by previous vacancy, resignation, by removal by a majority of the other Directors or otherwise, may be filled at any meeting of the Board of Directors by majority vote of the Directors then present, even in the absence of a quorum.
6. **Meetings.** Most meetings of the Board of Directors will coincide with meetings of the general membership, as specified in Article II, sections 3 and 4. At the discretion of the Chairperson, a special meeting of the Board of Directors may be designated as a "closed session," at which only

Board members may attend and vote on Polaris PTO business. A closed session is to be called only in rare and extraordinary circumstances. Meetings of the Board of Directors may also be held by telephone or otherwise held virtually.

7. **Presiding Member.** At all meetings of the Board of Directors, the Chairperson shall preside. In the Chairperson's absence, the Chair-Elect shall preside if present; if not present, then someone chosen by the Directors present will preside.
8. **Compensation.** Directors shall not receive any stated salary for their services as a director. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Polaris PTO special compensation appropriate to the value of such services.

## Article IV: Officers

1. **Number.** The officers of the Polaris PTO shall consist of a Chairperson, a Chair-elect, a Secretary, a Secretary-elect, a Treasurer, a Treasurer-elect, a Community Chair, a Community Chair-elect, a Fundraising Chair, a Fundraising Chair-elect, a Communications Chair, a Communications Chair-elect, and the Polaris Principal.
2. **Election.** The Board of Directors will bring forth the nominations for officer-elect positions for the upcoming year at a reasonable time before the annual meeting of the general membership in May of each year. Election to office is by majority vote of Polaris PTO members present at the annual meeting.
3. **Terms.** The total term of office for officers shall be two years, commencing in May for the officers-elect. The officers-elect shall succeed to the full office in the May following the May of their election to the officer-elect position. For example, the Chair-elect for each term shall automatically become the Chairperson for the following term, and the Treasurer-elect for each term shall automatically become the Treasurer for the following term, and so on for each position. If for any reason this succession is not possible, then the vacant position will also be included in the annual election. Any vacancies in the membership of the Board of Directors may be filled by the Board pursuant to Article III, section 5. Officer terms may be extended to prevent a vacancy or if determined by the Board to best serve the purposes of the Polaris PTO.
4. **Officers.** The officers shall have general supervision of the affairs of the Polaris PTO between its business meetings, fix the day, hour and place of the meetings, make recommendations to the Polaris PTO, be the parliamentary authority of the Polaris PTO, and perform other duties as specified by these Bylaws. Upon authorization of a majority vote of the Board of Directors, some of the responsibilities of an officer may be delegated to another person.
  - a. **Chairperson.** The Chairperson shall preside at all meetings of the Polaris PTO, prepare and distribute an agenda for all meetings of the Polaris PTO, coordinate the work of the

officers and any committees, and present a written summary of the activities of the Polaris PTO at the annual meeting of the general membership in May of each year.

- b. **Chair-elect.** The Chair-elect shall perform all the duties of the Chairperson in his/her absence and assist the Chairperson as necessary. The Chair-elect shall, with a member-at-large appointed by the Chairperson, tally and report the result of the election, and introduce the newly elected officers at the annual meeting of the general membership in May of each year. If there is no Chair-elect, these duties shall be filled by the Chairperson. The Chair-elect succeeds to the Chairperson at the end of his or her term, as further described in Article IV, section 3.
- c. **Secretary.** The Secretary shall keep a record of all meetings of the Polaris PTO, retain copies of the minutes, handle correspondence as delegated, and keep copies of all written committee reports. If there is a vacancy in the Secretary's office, these duties shall be filled by the Secretary-elect, the Treasurer, or other such officer as determined by the Board.
- d. **Secretary-elect.** The Secretary-elect shall perform all the duties of the Secretary in his/her absence, and assist the Secretary as needed. The Secretary-elect succeeds to the Secretary at the end of his or her term, as further described in Article IV, section 3.
- e. **Treasurer.** The Treasurer shall receive all monies of the Polaris PTO, keep accurate records of the receipts and expenditures, plan the budget for the year, distribute funds as authorized by the Polaris PTO or the Directors, present a written financial report of the Polaris PTO at all monthly meetings, be prepared for an audit of the books at any time by two (2) members of the Polaris PTO appointed by the Directors, file any tax returns or forms required by the Internal Revenue Service or the State of Colorado, and present a written summary of the financial activity at the end of the fiscal year.
- f. **Treasurer-elect.** The Treasurer-elect shall perform all the duties of the Treasurer in his/her absence, and assist the Treasurer as needed. The Treasurer-elect succeeds to the Treasurer at the end of his or her term, as further described in Article IV, section 3.
- g. **Community Chair.** The Community Chair shall endeavor to foster relationships between students, parents and teachers through the planning and implementation of community events and activities.
- h. **Community-Chair-elect.** The Community Chair-elect shall perform all the duties of the Community Chair in his/her absence, and assist the Community Chair as needed. The Community Chair elect succeeds to the Community Chair at the end of his or her term, as further described in Article IV, section 3.
- i. **Fundraising Chair.** The Fundraising Chair shall oversee all fundraising events and activities and shall represent the PTO board on all fundraising event committees. The

Fundraising Chair shall coordinate with the Treasurer to track and report on fundraising progress.

- j. **Fundraising Chair-elect.** The Fundraising Chair-elect shall perform all the duties of the Fundraising Chair in his/her absence, and assist the Fundraising Chair as needed. The Fundraising Chair-elect succeeds to the Fundraising Chair at the end of his or her term, as further described in Article IV, section 3.
  - k. **Communications Chair.** The Communications Chair shall oversee PTO communications to the school community through newsletters, social media, school website, email, or other methods. The Communications Coordinator shall coordinate with school administrative staff on school communications as needed.
  - l. **Communications Chair-elect.** The Communications Chair-elect shall perform all the duties of the Communications Chair in his/her absence, and assist the Communications Chair as needed. The Communications Chair-elect succeeds to the Communications Chair at the end of his or her term, as further described in Article IV, section 3.
5. **Principal.** The Principal shall act as liaison between the Polaris PTO and the faculty and staff of Polaris Elementary, provide the Polaris PTO with periodic reports on programs and projects, as well as general information, and assist faculty and staff with presentation of budget and other requests to the Polaris PTO.

## Article V: Checks and Deposits

1. **Deposits.** All funds of the Polaris PTO not otherwise employed shall be deposited to the credit of the Polaris PTO in such banks, trust companies, or other depositories as the Board of Directors may select.
2. **Checks.** All payments drawn on the account of the Polaris PTO shall be signed by the Treasurer, Treasurer-elect, or such other person as may be designated by the Board of Directors. Payments (a) in excess of approved budgeted amounts, and (b) outside of the approved budget require the prior approval of the Board.
3. **Delegation.** To the extent not inconsistent with rules established by the Denver Public School system, the authority to collect and deposit Polaris PTO funds may be delegated by the Board to persons employed by Polaris Elementary.

## Article VI: Fiduciary Matters

All members of the Board of Directors and all officers shall act in a manner consistent with the fiduciary laws of the State of Colorado. Specifically, Board members and officers shall not engage in any conduct that is not in the best interest of the Polaris PTO and shall avoid conflicts of interest, unless fully disclosed to the remaining members of the Board of Directors in a timely manner and approved by a majority vote of the Board of Directors.

## **Article VII: Fiscal Year**

The fiscal year of the Polaris PTO shall commence on July 1 of each year and end on June 30.

## **Article VIII: Prohibition Against Sharing in Corporate Earnings**

1. Except as stated in the next sentence, no part of the net earnings of the Polaris PTO shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons. Subject to the provisions in Article III, Section 7 and Article IV, Section 6, the Polaris PTO shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.
2. Notwithstanding any other provision of these articles, the Polaris PTO shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization to which contributions are deductible under Section 170(c)(2) of the Code.
3. Upon the dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed as set forth in Article 5 (Dissolution) of the Articles of Incorporation of the Corporation.

## **Article IX: Amendments**

Except as otherwise provided by law, the Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board at a regular meeting of the Board. No such action shall be effective unless and until such action is approved by a majority of the members present at a subsequently scheduled regular meeting of the Polaris PTO.

## **Article X: Exempt Activities/Expenditures**

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Polaris PTO not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

## **Article XI: Records of Corporation**

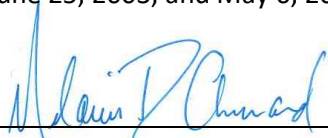
The Corporation shall maintain at its principal office or such other location as may be determined by the Board of Directors, the following records, in written form or in another form capable of conversion into written form within a reasonable time:

1. Minutes of all meetings of and actions taken by the members and board of directors;
2. Appropriate accounting records;
3. The articles of incorporation;
4. These Bylaws;
5. A list of the names and business or home addresses of the current directors and officers;
6. A copy of the most recent corporate report delivered to the Colorado secretary of state;
7. All financial statements prepared for periods ending during the last three years;

8. The Corporation's application for recognition of exemption and the tax- exemption determination letter issued by the Internal Revenue Service; and
9. All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

## **CERTIFICATE**

I hereby certify that the foregoing Bylaws constitute the Bylaws of the Polaris PTO, Inc. (fka the Crofton PTO, Inc.), adopted by the Board of Directors of the Corporation, on October 1, 2002, and as amended on June 25, 2003, and May 6, 2019.

  
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Secretary

5/6/2019  
Date