

**BYLAWS OF THE
PLATTE RIVER ACADEMY PTO, INC.
A Colorado Nonprofit Corporation**

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ARTICLE I

NAME, OFFICE, PURPOSES

Section 1. Name. The name of the corporation is **Platte River Academy PTO, Inc.** (referred to herein as “PRA PTO”). PRA PTO is a Colorado nonprofit corporation.

Section 2. Registered Office and Agent. PRA PTO is organized under the laws of the State of Colorado. The registered office and registered agent of PRA PTO shall be as designated from time to time by the appropriate filing in the office of the Secretary of State of Colorado.

Section 3. Purposes and Exempt Status. The sole purpose of PRA PTO shall be to support the educational purposes of Platte River Academy, Inc., a Colorado nonprofit corporation (“Platte River Academy”), which is an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (the “Code”). PRA PTO is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to Platte River Academy provided that it qualifies as an exempt organization under Section 501 (c) (3) of the Code, or corresponding section of any future federal tax code.

Section 4. Objectives. Consistent with the purposes of PRA PTO set forth in Section 3 above, the objectives of PRA PTO are as follows:

- To build a strong school spirit and sense of community at Platte River Academy by working to enhance the quality of the children’s education;
- To provide services to support Platte River Academy’s administration;
- To facilitate and support fund raising activities to assist with the financial needs of Platte River Academy; and
- To promote communication within the Platte River Academy community.

Section 5. Powers. PRA PTO shall have all of the rights, privileges and powers now or subsequently conferred on nonprofit corporations by the laws of Colorado. PRA PTO shall have and may exercise all powers necessary or convenient to affect any of the purposes for which the corporation was organized.

Section 6. Limitations.

A. Distribution of Net Earnings. No part of the net earnings of PRA PTO shall inure to the benefit of, or be distributable to its members, board of directors, officers, or other private persons, except that the corporation 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 these Bylaws.

B. Activities. PRA PTO should seek neither to direct the administrative activities of Platte River Academy nor to control its policies. No substantial part of the activities of PRA PTO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or corresponding section of any future federal tax code, or (2) by a corporation to which contributions are deductible under Section 170 (c)(2) of the Code, or corresponding section of any future federal tax code.

C. Distribution of Assets Upon Dissolution. As set forth in the Articles of Incorporation, upon the dissolution of PRA PTO, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office is then located, exclusively for the purpose or to the organization or organizations that the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

MEMBERSHIP

Section 1. Members. PRA PTO shall have members. The following shall be members of PRA PTO:

- A. All parents and/or guardians of students enrolled in Platte River Academy;
- B. The administration, faculty and staff of Platte River Academy; and
- C. Any other interested person whose written application for membership is accepted by the PRA PTO board of directors.

Section 2. Dues. No dues will be required for membership.

Section 3. Equal Rights and Privileges and No Discrimination. All members of PRA PTO shall be voting members. All members shall have equal rights and privileges in the organization. All members shall be entitled to attend and vote at the annual, regular and special meetings of PRA PTO. PRA PTO shall not discriminate against any person on the basis or race, color or religion.

ARTICLE III

MEETINGS

Section 1. Annual Meetings. An annual meeting of PRA PTO shall be held during May of each calendar year on such date and at such time as shall be designated from time to time by the board of directors and as stated in the notice of the meeting. At such meeting, the members shall elect the board of directors and transact such other business as may properly be brought before the meeting.

Section 2. Regular and Special Meetings. Regular meetings of the PRA PTO shall be held at least monthly, with the exception of during any holiday periods for Platte River Academy, on such date and at such time as shall be designated from time to time by the board of directors. A special meeting of PRA PTO may be called at any time by the president, the board of directors, or if requested by writing setting forth the purpose of the proposed meeting and signed by at least ten members of PRA PTO. Only business within the purpose or purposes described in the notice of special meeting may be conducted at such special meeting.

Section 3. Place of Meetings. All meetings of PRA PTO shall be held at Platte River Academy unless the board of directors designates another place for the meeting.

Section 4. Notice. Except as otherwise provided by law, written or printed notice stating the place, day, and hour of each annual, regular or special meeting of PRA PTO, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be published not less than 24 hours nor more than thirty days before the date of the meeting by or at the direction of the president, the secretary, or the person calling the meeting, to each member. Notice in Platte River Academy's weekly newsletter or on Platte River Academy's e-mail website may be used to comply with this notice requirement.

Section 5. Quorum: Withdrawal of Quorum. A quorum shall be present at a meeting of PRA PTO if five (5) members are present, except as otherwise provided by State law. Once a quorum is present at a meeting of PRA PTO, the members present at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member present to vote shall not affect the presence of a quorum at the meeting.

Section 6. Majority Vote. Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, with respect to any matter, the affirmative vote of a majority of members present at a meeting at which a quorum is present shall be the act of

PRA PTO. The directors of PRA PTO shall be elected as provided in Article IV of these Bylaws. No member shall be entitled to vote by proxy.

Section 7. Voting. During regular meetings, issues requiring a general membership vote shall be open to all PRA PTO members. These issues include, but are not limited to, financial decisions which are outside the scope of the annually approved PRA PTO budget. Appropriate time will be allowed for discussion and then a vote will be taken. An affirmative vote of a majority of the members present at a meeting at which a quorum is present is necessary for passage.

ARTICLE IV

DIRECTORS

Section 1. Number; Term; Election; Qualification. The number of directors, which shall constitute the board of directors, shall be in the range of not less than five (5) or more than nine (9) directors, with the specific number of directors within that range set annually for the coming year at the annual meeting of PRA PTO prior to the election of the new board of directors. The number of directors each year must be an odd number. At each annual meeting of PRA PTO, directors shall be elected to hold office for one year until the next annual meeting of PRA PTO and until their successors are elected and qualified. Any director may be re-elected without limit as to number of terms. All directors must be members of PRA PTO. All members are eligible for election to board of directors.

Section 2. Voting for Board of Directors. Nominations for the board of directors shall be accepted from the floor, on the condition that the nominee consents to serve. Election shall be by voice vote if there is only one nominee for office. If there is more than one candidate nominated for an office, the election shall be by a majority vote of those present and voting by written ballot.

Section 2. Removal. Except as otherwise provided by law, at any meeting of PRA PTO called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of two thirds of the members present at the meeting.

Section 3. Vacancies. Any vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve for the un-expired term of her predecessor in office.

Section 4. Meetings.

A. **First Meeting.** Each newly elected board of directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of PRA PTO, and notice of such meeting shall not be necessary.

B. Place of Meetings. The board of directors shall hold its meetings at Platte River Academy, or such other location as may be designated by the board of directors.

C. Regular Meetings. The board of directors shall meet at least monthly, with the exception of during any holiday periods for Platte River Academy, on such date and at such time as designated from time to time by the board members. Regular meetings of the board of directors may be held without notice from time to time by resolution of the board of directors and communicated to all directors. All directors must contact the president of PRA PTO prior to any meeting if she is unable to attend.

D. Special Meetings: Notice. Special meetings of the board of directors shall be held whenever called by the president or by any director. The person calling any special meeting shall cause notice of such special meeting, including therein the time and place of such special meeting, to be given to each director at least two days before such special meeting, but this requirement may be waived by instruments in writing signed by all of the directors, or by the presence of all the directors at a meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of any special meeting.

E. Notice to Other Members. Notice of each meeting of the board of directors, whether regular or special, even if notice thereof has been waived by all the directors, shall be published in Platte River Academy's weekly newsletter or on Platte River Academy's e-mail website.

Section 5. Quorum: Voting.

A. Quorum. At all meetings of the board of directors, a majority of the number of directors fixed in the manner provided in these bylaws shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting without notice other than an announcement at the meeting, until a quorum is present.

B. Majority Vote. The act of a majority of the directors present at a meeting, at which a quorum is in attendance, shall be the act of the board of directors, unless state law, the articles of incorporation, or these bylaws require the act of a greater number.

Section 6. Finances. The board of directors shall prepare an annual budget which shall be submitted to the membership for approval at the first regular meeting held during Platte River Academy's academic year. The sources of PRA PTO's revenue include monies raised from all fundraising, service and activity committees. Authority to distribute monies raised by the committees shall be the responsibility of the board of directors, with input from the membership. PRA PTO shall retain sufficient funds, as determined by the board of directors, in the organization's bank accounts at the end of each fiscal year in order to fund operations of the coming fiscal year.

Section 7. Miscellaneous. During the executive sessions of the board of directors, discussion will be limited to board members unless non-board members are invited and recognized. No formal action will be taken during an executive session. There will be no e-mail voting by the board of directors. Items discussed via e-mail requiring a vote must be presented for a vote at the next regular PRA PTO meeting.

Section 8. Compensation of Directors and Officer. No individual member of PRA PTO shall receive any remuneration for any act or services done as a director, officer, or otherwise for or on behalf of the organization, but this provision shall not exclude the reimbursement of individual members for reasonable expenses incurred in or performing the business and affairs of the organization and approved by the board of directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of PRA PTO shall consist of the President(s), Vice President(s), Secretary and Treasurer, and shall be elected from the members of the board of directors. The same individual may not hold more than one office at a time.

Section 2. Election. The board of directors shall elect the officers at its first meeting at which a quorum shall be present after the annual meeting of PRA PTO or whenever a vacancy exists.

Section 3. Term. Each officer shall be elected for a one year term and will be required to serve the duties of her office for the ensuing fiscal year. Individuals may be elected and serve a maximum of two (2) consecutive terms in the same office. Officers will assume their duties commencing with the first summer meeting following the end of the current Platte River Academy academic year. Notwithstanding anything to the contrary herein, all officers, including but not limited to the treasurer, are responsible to complete all of the duties of her office through the end of the organization's fiscal year on June 30.

Section 4. Duties of Officers.

A. President. The President shall:

1. Be responsible for fulfilling the provisions of these Bylaws.
2. Preside at all annual, regular and special meetings of the organization and of the board of directors.
3. Take such action as necessary to fulfill the provisions of all motions passed at meetings.
4. Maintain open communication with the Principal and the Governing Board of Platte River Academy.
5. Facilitate the officers in the performance of their duties.
6. With the assistance of the board of directors, assign standing and ad hoc committee chairpersons and coordinate their duties.

7. Assist with the preparation of the operational budget and maintain knowledge of the accounting records.

8. Establish the date, time, and place of all regular meetings of PRA PTO with the assistance of the board of directors.

9. Set the agenda for all general and board of director meetings and post it in a designated public place, previously adopted by the board of directors, no less than 24 hours prior to the meeting, in accordance with Open Meetings Law.

10. Distribute PRA PTO Committee Guidelines to the PRA PTO board of directors and committee chairpersons containing pertinent information.

11. Be an ex-officio member of all committees of PRA PTO.

B. Vice-President(s). The Vice-President(s) shall:

1. Perform the duties of the President(s) in the absence of the President(s) or assume duties of the President(s) in the event of the President(s) resignation until the position is filled according to these Bylaws.

2. Assist with the preparation of the operational budget and maintain knowledge of the accounting records.

3. Assist the President(s) in her duties.

C. Secretary. The Secretary shall:

1. Maintain and be custodian of the following PRA PTO records:

a. All corporate record books and organizational documents including but not limited to Articles of Incorporation and Bylaws.

b. Minutes of all meetings.

c. Budget

d. Calendar

e. Monthly PTO Newsletter

f. List of committee chairpersons and volunteers

g. Year-end reports

2. File an annual corporate report and all other reports required by the Colorado Secretary of State.

3. Keep a record of all general and board of director meetings, including handouts from meetings, and distribute the minutes of each meeting to the board of directors prior to the next meeting.

4. Take attendance at all general and board of director meetings.

5. Place a copy of the meeting minutes in the PRA PTO file in the school office as well as on the PTO web site prior to the next meeting.

6. Assist with the preparation of the operational budget and maintain knowledge of the accounting records.

7. Upon expiration of the term of office, the Secretary shall turn over to her successor all written records within ten (10) days after the election of the successor.

D. Treasurer. The Treasurer shall:

1. Be responsible for receiving, depositing, and dispersing the funds of PRA PTO.

2. Keep an itemized account of receipts and expenditures and present a monthly Treasurer's Report to the board of directors and general meetings.

3. Pay invoices/reimbursements approved by the annual budget and approved motions.

4. Make the books available to the auditor within forty-five (45) days after the end of each quarter.

5. Oversee the preparation of the operational budget.

6. Assist the President(s) in the formation of the Committee Guidelines.

7. Prepare and submit federal and state required documents and tax returns.

8. Assist in the preparation and filing of federal and state tax returns for the term served as Treasurer of PRA PTO.

ARTICLE VI

COMMITTEES

Section 1. Committee Members. Only members of PRA PTO shall be eligible to serve on PRA PTO committees.

Section 2. Standing and Ad Hoc Committees. The board of directors shall create such standing and ad hoc committees as it deems necessary to fulfill the objectives of

PRA PTO which are set forth in Article I above. A member of the board of directors shall be assigned to be the liaison between the board of directors and each committee.

Section 3. Committee Chairpersons. The President(s), subject to the approval of the board of directors, shall appoint Chairperson(s) of any committee. Each committee Chairperson(s) shall present a plan of work to the board of directors for approval. Each committee shall operate under the supervision of the board of directors.

Section 4. Auditor. Annually the President(s) will appoint, with the assistance of the board of directors, an auditor in charge of auditing the treasurer's books, papers, and bank statements on a quarterly basis. The auditor will complete each quarter's audit by the following quarter's close, and will present the findings to the board of directors. The auditor shall not be a member of the board of directors.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Books and Records. PRA PTO shall keep books and records of account and shall keep minutes of the proceedings of corporation, the board of directors, and each committee of the board of directors.

Section 2. Fiscal Year. The fiscal year of PRA PTO shall be July 1 to June 30.

Section 3. Invalid Provisions. If any part of these bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 4. Headings. The headings used in these bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these bylaws.

Section 5. Roberts' Rules of Order. Roberts' Rules of Order, Revised, shall govern PRA PTO in all cases to which it is applicable.

Section 6. Review of Bylaws. Each member of the board of directors shall review these Bylaws no less than annually and shall be familiar with the provisions set forth herein.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. The members of the board of directors shall have the power to alter, repeal, or amend these bylaws at any annual, regular or special meeting provided notice of the proposed action is set forth in the notice of meeting.

The undersigned, the secretary of PRA PTO, hereby certifies that the foregoing bylaws were adopted by the board of directors of Platte River Academy PTO, Inc. effective as of May 9, 2005.

_____, Secretary

Platte River Academy PTO, Inc.

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