



PROMONTORY

school of expeditionary learning

PoP!

PARENTS OF PROMONTORY
BYLAWS

As revised and accepted by:

PoP! Executive Bylaws Committee on March 14, 2023

And presented to the General Membership on April 20, 2023

Promontory School of Expeditionary Learning Parent Organization Bylaws
*As revised and accepted by the PoP! Executive Bylaws Committee on March 14, 2023 and presented to the
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TABLE OF CONTENTS

TABLE OF CONTENTS	2
ARTICLE I - NAME	3
ARTICLE II - PURPOSE	3
ARTICLE III - POLICIES	3
ARTICLE IV - MEMBERSHIP	4
ARTICLE V - OFFICERS	4
SECTION 1: NOMINATIONS	4
SECTION 2: ELECTIONS	5
SECTION 3: ELIGIBILITY	5
SECTION 4: LIMITATIONS	5
SECTION 5: COMPOSITION	5
SECTION 6: TERM OF OFFICE	5
SECTION 7: VACANCY IN OFFICE	5
SECTION 8: REMOVAL FROM OFFICE	6
ARTICLE VI - OFFICER DUTIES	6
SECTION 1: PRESIDENT	6
SECTION 2: VICE PRESIDENT	7
SECTION 3: RECORDING SECRETARY	7
SECTION 4: CORRESPONDENCE SECRETARY	8
SECTION 5: TREASURER	8
SECTION 6: MEMBERSHIP SECRETARY	8
SECTION 7: SCHOOL ADMINISTRATOR	9
SECTION 8: QUARTERMASTER	9
ARTICLE VII - PoP! EXECUTIVE BOARD	9
PoP! EXECUTIVE BOARD DUTIES	9
ARTICLE VIII - MEETINGS	10
SECTION 1: REGULAR MEETINGS.	10
SECTION 2: ANNUAL MEETINGS	10
SECTION 3: SPECIAL MEETINGS	10
SECTION 4: EXECUTIVE BOARD MEETINGS	10
SECTION 5: QUORUM	10
ARTICLE IX - COMMITTEES (CREWS)	11
ARTICLE X – FISCAL YEAR	11
ARTICLE XI – FINANCIAL	12
ARTICLE XII – DISSOLUTION	13
ARTICLE XIII – PARLIAMENTARY AUTHORITY	13
ARTICLE XIV – REVISION OF BYLAWS	13
ARTICLE XV – CONFLICT OF INTEREST POLICY	14

Promontory School of Expeditionary Learning Parent Organization Bylaws
As revised and accepted by the PoP! Executive Bylaws Committee on March 14, 2023 and presented to the
General Membership on April 20, 2023

ARTICLE I - NAME

The name of the organization shall be Parents of Promontory, also known as PoP!.

ARTICLE II - PURPOSE

PoP! is the parent organization for Promontory School of Expeditionary Learning. The purpose of PoP! is to develop a closer connection between school and home by encouraging parent involvement; enhancing the educational experience by supporting academic and enrichment activities; and improving the environment at our school by providing volunteer and financial support.

ARTICLE III - POLICIES

1. The program of this organization shall be educational and shall be implemented through committees, projects, and events.
2. This organization shall be non-commercial, non-sectarian. No commercial enterprise shall be endorsed by it. Neither the name of the organization nor the names of its officers in their official capacities shall be used in any connection with a commercial concern or for any purpose other than the regular work of the organization.
3. The organization shall not, directly, or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. This organization shall not seek to direct the administrative activities of the school, or to control its policies.
5. The organization shall leave a minimum of \$2,500.00 in the treasury at the end of each fiscal year.
6. Reimbursement requests must be made within 30 days of the expenditure, otherwise the request will be denied. To be reimbursed from PoP!, a receipt or invoice with a statement of purpose must be submitted to the Treasurer. All reimbursements must have prior approval by the President or Vice-president.
7. Contracts to be executed will be limited to the President or President's appointed PoP! Board member.
8. PoP! Should only enter into written (not verbal) contracts.
9. Promontory School's fiscal year begins July 1 and ends June 30. Unless otherwise notified by office personnel, all reimbursement requests must be submitted to the office no later than the end of day on the last day of school.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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ARTICLE IV - MEMBERSHIP

PoP! Regular Membership shall be automatically granted to all parents and guardians of Promontory School students, and shall remain in effect for the duration of their family/household enrollment at Promontory. Other individuals seeking membership should contact the office first and then fill out the form online.

Individual crew memberships shall be re-evaluated each school year. Members shall have the option to join or be removed from any crew at any time. To be added to or removed from a crew, members should contact an officer of the board.

Crews may meet during the summer, if need be, as long as they have been approved ahead of time by the PoP! Board.

Regular Membership: Membership in PoP! shall be open, without discrimination, to any parent, legal guardian, or adult family member of current Promontory School of Expeditionary Learning students, and current Promontory School teachers, administrators, support staff, and Charter School Board Members interested in the objectives of this organization and willing to uphold its policies and bylaws. Regular Members are voting members. Voting members shall have the right to vote on all issues before the organization, to elect officers, and to hold office.

Honorary Membership: Any community member interested in the objectives of this organization and willing to uphold its policies and bylaws may join as an honorary member of PoP!. Honorary Membership status must be renewed every school year and will be done at the discretion of the Executive Board. Honorary members are non-voting members and can not hold office.

Honorary and General Members are welcomed and encouraged to volunteer their time and services on Standing Committees, Special Committees, and at any PoP! sponsored activities or events.

DUES:

The executive board shall establish Dues, if any, for members.

- If dues are charged, a member must have paid their dues to be considered a member with voting rights.
- Any change to fee charged must be made following the procedures listed in Article XIV: Revision of Bylaws.

As of the 2022-23 school year, Membership is free, with no dues required.

ARTICLE V - OFFICERS

SECTION 1: NOMINATIONS

PoP! Board members shall nominate at least one eligible person for each office to be filled and report its nominees at the March PoP! Board meeting. Additional nominations may be made from the membership at large. Voting shall take place in the month of April among the membership at large.

Nominations for all PoP! Board positions will be open up to one week prior to the election meeting (the “freeze date”). Nominees who meet the deadline will appear on the ballot and will be publicly announced. Nominees who come forward after the freeze date will be considered write-in candidates on the ballot and may receive no public announcement.

The consent of each nominee shall be secured before his/her name is presented.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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All PoP! Board members shall be elected by ballot in the month of April. If, however, there is but one nominee for any office, then with a motion from the floor, the election may be by voice vote.

Each position shall be voted for independently. Plurality elects.

The outgoing PoP! Board and the newly elected PoP! Board members shall have a combined meeting in May so as to provide an orderly transfer of responsibility.

SECTION 2: ELECTIONS

Elections will be held at the General Membership Meeting in April. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

SECTION 3: ELIGIBILITY

Only regular members of the organization shall be eligible to serve in an elected or appointed position. An officer shall hold no more than two (2) positions at one time. Each officer position is not to be held by the same member for more than two (2) consecutive membership terms.

SECTION 4: LIMITATIONS

Any PoP! Board member is eligible to serve no more than two (2) consecutive terms in the same position if voted into the position by PoP! members.

SECTION 5: COMPOSITION

The Officers of this organization shall consist of President, Vice President, Recording Secretary, Correspondence Secretary, Treasurer, School Administrator and Quartermaster. The board may designate additional officers as needed.

The outgoing President shall be invited to serve as an advisor to the PoP! Board for one year to ensure continuity.

All officers shall perform their duties in accordance with these Bylaws and upon expiration of the term of office or earlier resignation or removal, each officer shall turn over to the President, all records, books, and other materials pertaining to the office.

SECTION 6: TERM OF OFFICE

The newly elected/volunteered PoP! Board members shall assume their duties on July 1st and shall serve for the term of three (3) years until their successor's term begins. (The close of the fiscal year.) Board members shall have the opportunity to be elected again to the same position for a second term. No more than 2 consecutive terms may be held in the same position.

SECTION 7: VACANCY IN OFFICE

A vacancy occurring in any PoP! Board position, except for the presidency, will be posted to all PoP! general members for the duration of two (2) weeks (14 days). The vacant position shall be filled for the unexpired term by the candidate elected by a majority vote of the remaining PoP! Board.

In the case a vacancy occurs in the office of the President, the Vice President shall serve as President for the remainder of the term. If necessary, the Vice President's office would be filled as stated above.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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SECTION 8: REMOVAL FROM OFFICE

Removal from office may occur by a majority vote of the PoP! Board for the following:

1. Missing more than two (2) UNEXCUSED consecutive meetings.
2. Missing three (3) total UNEXCUSED meetings per school year.
3. Failure to perform assigned duties as listed in ARTICLE VI.
4. Theft or fraud.
5. Acts of Physical Violence – Intentionally making physical contact of an insulting or provoking nature with another person or person on the Board, or intentionally making physical contact with cause of physical harm to another person unless such physical contact were in defense of himself/herself.
6. Aggression Toward Others – intentionally making verbal, written or recorded comments of insulting or provoking nature to another person of staff, board, student, or facility.
7. Any Act which Substantially Disrupts the Orderly Conduct of a School Function, or Extracurricular Program or Activity – behavior not specifically described above which substantially disrupts the orderly environment or poses a threat to the health, safety and/or welfare of another.
8. Falsifying Information – misrepresenting, omitting, or erroneously reporting information regarding instances of alleged inappropriate behavior by a board member toward another board member, administrator, facility, student, or staff.
9. Inappropriate Use of Technology – Unauthorized use of a computer, its programs, websites, or a computer network.
10. Intimidation – the verbal or physical threat to do harm or violence to another person(s) or to the property of the facility.
11. Sexual Offenses – any act intended to create a hostile environment or exposure of any kind to gain sexual favors as defined by Utah law.
12. Repeated Misconduct of Less Serious Nature – repeated misconduct, or warnings (2) by Board President which lends to disrupt an order of the PoP! Board which would include, but not limited to, profanity, Obscene gestures or any other use of oral or written language, gestures, objects or pictures which are socially unacceptable and which tend to disrupt the orderly school environment, a school function, extracurricular activity, PoP! Board meeting, or function.
13. Any act that brings dishonor to the organization as determined by the PoP! Board and the Promontory School of Expeditionary Learning Governing Board.

Removal shall take place after the PoP! Board has met in an effort to discuss the problem and all attempts have been made to resolve the problem. Removal shall be done by a majority vote by the PoP! Board.

ARTICLE VI - OFFICER DUTIES

PoP! Officers (Board Members) should always conduct themselves in a higher orderly manner that would represent the school in a professional light.

SECTION 1: PRESIDENT

1. Presides at all PoP! Board meetings, General Membership meetings, and any other meetings of the PoP! organization.
2. Prepares agendas for the PoP! Board meeting and the General Membership meetings with assistance from the Recording Secretary.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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3. Coordinates the work of the PoP! Board members and committees in order that the objectives of PoP! may be served.
4. Delegate responsibilities, offer assistance, schedule meetings, oversee events with other PoP! Board members and chairs.
5. Serves as the primary contact for the Director. Meets with the School Director or designates other PoP! Board members to discuss upcoming events and activities.
6. Acts as the official spokesperson of the organization, including on Promontory's Governing Board.
7. Attend all School Board meetings, or send another officer as the representative of PoP!, and attend other meetings as invited.
8. Presents any new business.
9. Create and publish the annual PoP! calendar by the first PoP! meeting of the school year.
10. Inform school staff of upcoming PoP! events and activities.
11. Acts as custodian of all records of the organization.
12. Recruits committee chairpersons.
13. Serves as an ex-officio member of all committees except for the nomination committee.
14. Make any necessary revisions/corrections to the minutes that are to be approved at the following PoP! Board meeting.

SECTION 2: VICE PRESIDENT

1. Attends and participates in PoP! board meetings and General Membership meetings.
2. Aids the President in any function relating to his/her duties.
3. Performs the duties of the President in the event the President is absent or unable to serve.
4. Coordinates all fundraising efforts, social activities, committee chairs and volunteers.
5. Acts as liaison between Committee Chairs (Crew Leaders) and the PoP! Board.
6. Assist in monitoring PoP! Google Email Account with President and Corresponding Secretary

SECTION 3: RECORDING SECRETARY

1. Attends and participates in PoP! board meetings and General Membership meetings.
2. Prepares any materials needed for distribution or reference at PoP! Board meetings and the General Membership meetings, including assisting the President in preparing an agenda for PoP! Executive Board and General Membership meetings.
3. Prepare the sign-in sheet, set out name tags, and arrange the room for the general meetings.
4. Maintains attendance records from the General Membership meetings.
5. Accurately records the minutes at each PoP! Board meeting, General Membership meeting, and any other meetings of the organization.
6. Provides minutes to PoP! President for revision, Finalizes minutes, and presents the minutes for approval by the PoP! Board at the next meeting.
7. Submit approved minutes for inclusion on the website within 45 days of the date of meeting.
8. Responsible for maintaining the bylaws, which includes the ability to correct non substantial errors in spelling, grammar, or numbering without amendment, subject to approval by the PoP! Board.
9. Provides access to the bylaws to all PoP! Crew members.
10. Keeps and maintains a complete file of all approved minutes, agendas, communications, documents, and materials distributed at any official meeting or belonging to or relevant to PoP!.
11. Keeps and maintains the PoP! calendar of events.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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12. Have the following on hand for reference at each meeting: approved bylaws and standing rules, all agendas and minutes, all copies of treasurer's reports, the approved budget, the yearly calendar, and a list of committee chairs (Crew Leaders) and their members.
13. Assist Executive Board members with their duties and responsibilities, as needed.
14. Recruit and form a nominating committee, and remain available to assist them at their request.

SECTION 4: CORRESPONDENCE SECRETARY

1. Attends and participates in PoP! board meetings and General Membership meetings.
2. Prepares correspondence for the organization as needed.
3. Sends notices and reminders of meetings 2 days in advance to the appropriate attendees.
4. Determine, with executive board approval, the most appropriate methods and frequency of communicating with members
5. Works with Promontory's webmaster to keep events current on the school website and social media platforms.
6. Update and manage the PoP! website and PoP! Social Media sites.
7. Posts pertinent information on the PoP! Website, including:
 - a. All approved PoP! meeting minutes (from Recording Secretary)
 - b. Approved forms
 - c. The current approved budget
 - d. The yearly calendar of events
8. Prepares PoP! updates for the school newsletter and prepares a monthly PoP! newsletter/update.
9. Performs the duties of the Recording Secretary in the event their absence.

SECTION 5: TREASURER

1. Attends and participates in PoP! board meetings and General Membership meetings.
2. Develop, with the Executive Board, an annual budget to be approved by POP! membership.
3. Inform committees of budgeted funds.
4. Ensure adherence to the approved POP! Budget.
5. Provides and presents financial reports for review to the Executive Board monthly, and at all General Membership meetings.
6. All deposits must be turned in to school office administration within 2 business days.
7. Record all deposits that are received by PoP!.
8. Collect and keep a full and accurate account of receipts and expenditures of all monies of PoP!
9. Provides a monthly cash-flow report at PoP! Board meetings.
10. Supply updated monthly budget to Recording Secretary for PoP! meetings
11. Submit the books, after they have been closed for the year, immediately upon the change of officer, for an AFR (Annual Financial Reconciliation) by an auditor or an AFR committee

SECTION 6: MEMBERSHIP SECRETARY

1. Attends and participates in PoP! board meetings and General Membership meetings.
2. Maintains the membership database of current names, phone numbers, and email addresses of all PoP! members.
3. Issues ID numbers to each household and sends welcome email. Assists them with signing up for individual crews.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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4. Ensures all new families that join Promontory mid-year are welcomed and provided with a Welcome packet.
5. Tracks volunteer hour submissions monthly and posts totals for members to see.
6. Coordinates Volunteer of the Month rewards.
7. Provides monthly membership updates at the Executive board meetings.

SECTION 7: SCHOOL ADMINISTRATOR

1. Maintains communication with the PoP! President and/or PoP! Board members.
2. Updates Governing Board concerning PoP! events, activities, and funds.
3. Appoints Teacher Representative for PoP! Board if needed.
4. Supports PoP! Board decisions.

SECTION 8: QUARTERMASTER

1. Supervises storage of PoP! items and equipment.
2. Retrieves and returns items as needed.
3. Assists with projects when necessary.

ARTICLE VII - PoP! EXECUTIVE BOARD

The Executive Board shall be composed of the officers of the organization, including President, Vice President, Recording Secretary, Correspondence Secretary, Treasurer, School Administrator and Quartermaster. The board may designate additional officers as needed.

PoP! EXECUTIVE BOARD DUTIES

PoP! Board members should always conduct themselves in a higher orderly manner that would represent the school in a professional light.

All PoP! Board members are expected to attend all PoP! Board meetings, the two (2) General membership meetings, and at least three (3) committee/crew meetings.

PoP! Board members are expected to submit a written report detailing responsibility and recommendations to the future PoP! Board by fiscal year end.

PoP! Board members are expected to turn over all books, records, and materials pertaining to their term to the incoming elected PoP! Board member no later than the beginning of the fiscal year.

The duties of the Executive Board shall be as follows:

1. Manage the business of the General PoP! Membership and assume the responsibility for guidance of the affairs of the Parent Teacher Organization.
2. Transact necessary business in the intervals between General Membership meetings.
3. Create special committees (crews) as deemed necessary.
4. Approve leaders of committees.
5. Approve the plans of the committees (crews).
6. Present a report at the General Membership meetings of any action taken by the PoP! Board.
7. Prepare an annual budget for membership approval.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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8. Approve routine bills within the limits of the budget.
9. Meet monthly prior to the General Membership meetings.
10. Facilitate an annual audit of the Treasurer’s records after fiscal year end, and before the first fall General Membership meeting.
11. Approve unbudgeted expenditures related to the funding of PoP! events, up to a maximum of \$500.00. Expenditures over \$500.00 must be put to a vote by the PoP! General Membership.
12. Oversee the PoP! fundraising activities of the school year. Assure that all PoP! funds be spent as specified within each event.
13. Assure that any profits from fundraisers that are allotted for “school needs” shall be approved by the School Administration.
14. All PoP! Board members will have a background check through the school. Promontory School of Expeditionary Learning’s rules for background checks will apply.

ARTICLE VIII - MEETINGS

SECTION 1: REGULAR MEETINGS.

Regular General Membership meetings of PoP! shall be held at least two (2) times during the school year, or as designated by the PoP! Board.

Dates and times shall be determined by the PoP! Board with approval from the School Director.

Three (3) days’ notice shall be given of a cancellation or change of date or time unless emergency conditions prevent such notice being given.

Debating and voting in General Membership meetings shall be limited to members of the PoP!.

SECTION 2: ANNUAL MEETINGS

The last General Membership meeting in April shall be known as the Annual Meeting for annual reports and the installation of officers, and conducting other business that should arise.

SECTION 3: SPECIAL MEETINGS

Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flier and phone calls.

SECTION 4: EXECUTIVE BOARD MEETINGS

Executive Board meetings of this organization shall be held monthly during the school year, except in December, and at least once during the summer, at a date and time to be agreed upon by the board members.

SECTION 5: QUORUM

General Membership Meetings – 12 members shall constitute a quorum for the transaction of business at any General Membership meeting.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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Pop Board Meetings – 4 PoP! Board members shall constitute a quorum for the transaction of necessary business and/or approval of routine bills in the intervals between General Membership meetings. Half the number of board members plus one constitutes a quorum.

The PoP! Board shall comply with the provisions of the OpenMeetings Law, O.C.G.A. 50-14-1 and Inspection of Public Records Law, O.C.G.A. 50-18-70. Meeting dates and times will be publicly announced to all members according to law. In executive sessions, as called and defined by law, only PoP! Board members will be present. All other parties, including the School Administrator and the Governing Board representative ex-officio shall be present at the pleasure of the PoP! Board.

ARTICLE IX - COMMITTEES (CREWS)

Committees shall be created by the PoP! Board as needed to promote the purpose and interests of the PoP! Organization. The need for specific committees will be reviewed annually.

Committees will consist of Standing Committees, Special Committees, and Executive Committees.

Committee Chairpersons (Crew Leaders) will be voted into office by the PoP! Board.

The newly elected PoP! Crew Leaders shall assume their duties on July 1st and shall serve for a term of one or two (1 or 2) years, without requiring reelection, until their successor's term begins. (The close of the fiscal year.)

- Crew Leaders have until the date of the PoP! Board meeting held in March to notify the board of their decision whether they will remain in their position for the second year of their term. If they choose not to complete the second year of their term, the position shall be open for nominations.

Crew leaders shall have the opportunity to be elected again to the same position for a second term. No more than 2 consecutive terms may be held, in the same position.

The PoP! President and the School Administrator are ex-officio members on every committee, except the election committee.

Committee Chairpersons will be responsible for organizing and managing their committee.

The Chairpersons of each committee shall present their plans to the PoP! Board verbally and submit their plans in written format. No committee work shall be started without the approval of the PoP! Board.

The Chairpersons shall report updates on current committee activities to the PoP! Board and at the General Membership meetings as necessary.

The Chairpersons must adhere to the committee budget for each event/activity.

Any Special or Standing committee without a committee chair will be chaired and organized by the PoP! Board as a whole.

All PoP! Board members are invited to sit or attend any committee meetings.

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ARTICLE X – FISCAL YEAR

The fiscal year for PoP! shall be the same as Promontory, lasting from July 1 until June 30 of the following year.

ARTICLE XI – FINANCIAL

INCOME

- No part of the net earnings of PoP! shall come to the benefit of, or be distributable to its members, PoP! Board, Governing Board, School Administrator, Chairperson or other private person with the exception of authorized compensation for services rendered.
- PoP! pays by check, debit card, or online payment, all authorized bills for items and/or services in the budget or items and/or services approved by the PoP! Board. Cash should not be used unless it is the only payment method available, and if used, a written comprehensive receipt must be obtained.
- All PoP! purchases or payments must have a receipt.
- All PoP! monies received shall be counted by two (2) people, and agreement noted on receipt of the total amount given to and received by the office administrators.
- No PoP! money should ever be deposited in anyone's personal account. All deposits must be turned in to office administration on the same day, or as soon as office admins are available to receive the deposit.
- Use a receipt book to create one for funds we receive at sales. Have 2 people count money together and sign off on receipt total. Add receipt copy to records.
- At the end of the month (whenever the fiscal reports run) the treasurer should receive a copy of POP budget details, including income and expense transaction details. They should reconcile what we have on our records with what is recorded on the schools budget for us.
- The treasurer will provide a budget report at the PoP! board meeting, and the Annual General Membership Meeting.

EXPENSES

- Reimbursement requests will be submitted to the office administrator by crew leaders or board members only, and must be approved by a board member before being reimbursed. Board members cannot approve their own reimbursements.
- If anyone besides a board or crew leader submits a receipt for reimbursement, 2 board members must approve the reimbursement.
- POP should keep a copy of the reimbursement form and receipts for our records.
- Any money collected should be counted by 2 people, and a receipt created documenting the total and signed-off on by each individual confirming the total.
- All PoP! reimbursement requests, receipts, paid bills, statements, etc. shall be preserved for annual audit.
- No PoP! check should be made payable to "cash" or issued for an unspecified amount.
- Any changes in the budget, or expenditures not included in the budget, must be approved by the PoP! Board.
- Each of PoP!'s income and expense transactions must be accounted for in the Treasurer's accounting system and allocated to the correct category.

All equipment purchased by PoP! is for PoP! use only, unless prior approval is obtained.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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- Equipment requests must be submitted in writing to the PoP! Vice President at least two (2) weeks prior to the event/activity by the person who will be responsible for the use and return of the equipment.
- PoP! will respond to all requests at least one (1) week prior to the event/activity.
- Requestor is responsible for purchasing all supplies needed to operate the requested equipment. Equipment must be returned to PoP! in clean, working condition within 48 hours of the end of the event/activity.
- The PoP! Board maintains final discretion on the use of PoP! equipment and may approve or deny use.

Yearly Audit:

- The books of the treasurer shall be reconciled annually by an auditor or an AFR (Annual Financial Reconciliation) committee of not fewer than three (3) members, who, satisfied that the treasury accounts are correct, shall sign a statement of that fact.
- The auditor or AFR committee shall be appointed by the executive board. Members of the AFR committee shall be members of PoP!.
- The auditor or any member of the AFR committee shall not be any officer who may sign the checks or related to, by blood or by marriage, or reside in the same household with any of the officers who may sign the checks of PoP!.
 - No later than June 30 the books and records of the treasurer shall be closed (no additional expenses incurred, checks written, nor bank transactions made) and shall be given to the incoming officers. The incoming officers shall assume no financial responsibilities nor obligations until July 1.

ARTICLE XII – DISSOLUTION

Procedure

The organization, by majority vote in a General Membership meeting, shall authorize the appointment of a committee to consider the reasons for disbanding and the necessary steps to be taken.

Notice of intent to disband shall be given to all members, in writing, at least thirty (30) days prior to the General Membership meeting.

The committee shall submit a report at the next General Membership meeting.

A quorum for the purpose of dissolution shall be 25% of the current year's total membership.

The funds remaining in the Treasury at the time of dissolution shall be submitted to the Promontory Governing Board and earmarked for school needs or transferred into a newly adopted Promontory Parent Organization's bank account.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised" shall govern PoP! In all cases in which they are applicable and when they are not in conflict with the organization's bylaws.

Promontory School of Expeditionary Learning Parent Organization Bylaws
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ARTICLE XIV – REVISION OF BYLAWS

Revision Procedure

The Executive Bylaws Committee, which consists of the PoP! Board and all committee chairs, may revise the set of bylaws as a substitute for the existing bylaws by a 2/3 vote.

These bylaws shall be reviewed by the Executive Bylaws Committee at least every 3 years to ensure they remain appropriate for the organization.

These bylaws may be revised annually or as needed.

Any additional revisions to the bylaws by the membership during the school year, shall be written and submitted to the PoP! Board for approval.

ARTICLE XV – CONFLICT OF INTEREST POLICY

PURPOSE.

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.

DEFINITIONS.

- **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.
- **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - 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.

PROCEDURES.

Duty to Disclose.

Promontory School of Expeditionary Learning Parent Organization Bylaws
As revised and accepted by the PoP! Executive Bylaws Committee on March 14, 2023 and presented to the
General Membership on April 20, 2023

- 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.

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.

Procedures for Addressing the Conflict of Interest.

- 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.
- 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.
- 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.
- 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.

Violations of the Conflict of Interest Policy.

- 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.
- 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.

Records of Proceedings.

- The minutes of the governing board and all committees with board delegated powers shall contain:
- 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 boards or committee's decision as to whether a conflict of interest in fact existed.
- 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.

Compensation.

Promontory School of Expeditionary Learning Parent Organization Bylaws

As revised and accepted by the PoP! Executive Bylaws Committee on March 14, 2023 and presented to the General Membership on April 20, 2023

- 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.
- 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.
- 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.

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.

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:

- Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- 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.

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.