

# **Southeast Elementary School PTO, Incorporated**

## **Bylaws**

### **Article I: Name**

The name of the organization shall be the Southeast Elementary School PTO, INC.

### **Article II: Purpose**

The Parent-Teacher Organization is a collaboration of parents, teachers, and administrators (motivated/active volunteers) whose desire is to complement educators in helping each student reach their greatest potential by:

- Collectively generating enrichment opportunities and organizing volunteers to help reach those goals.
- Unite parents, educators, administrators, and the community through open communication with the goal of raising a well-rounded future generation.
- Meeting specific financial needs through fundraising.
- Giving back to children, parents, teachers and community.

### **Article III: Members**

**Section 1:** Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights. Members earn voting privileges for elections after attending 5 meeting throughout the year. All other voting will be available to any member present. (one voting right per family).

**Section 2:** Dues will be established by the executive board (\$5.00 per family per school year). The school calendar year has been established as the time between the first and last day of school. Membership is available at any meeting held within the aforementioned time period. When dues are charged, a member must have paid his or her dues at least fourteen days before the meeting to be considered a member in good standing.

**Section 3:** Definitions for Members in Good Standing and Active Members:

- a. Members in good standing have read and signed off on their knowledge of the by-laws, frequently attend regularly scheduled PTO meetings, have voting privileges (as described above), and have a keen interest in the mission of the PTO.
- b. The definition of an ACTIVE member is a member in good standing and actively participates in at least one committee. These members are eligible for nomination to executive board positions.

### **Article IV: Officers and Elections**

**Section 1: Officers:** The officers shall be a president, vice president, corresponding secretary, recording secretary, and treasurer.

- a. **President:** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as ex officio member of all committees except the nomination committee, and coordinate the work of all officers and committees so that the purpose of the organization is served.
- b. **Vice-President:** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.
- c. **Corresponding Secretary:** The corresponding secretary will be in charge of all print and non-print correspondence (i.e. Thank You notes to deserving parties, notice of monthly meetings to the membership, maintenance of a portion of the schools website in relationship to events, meeting dates, and other pertinent information, and conduct media relations on behalf of the organization).
- d. **Recording Secretary:** The recording secretary will keep all records of the organization (i.e. take and record minutes and attendance at each meeting, and prepare the agenda for each meeting. This individual will also keep a copy of the minutes book, bylaws, rules, membership and voting list, and any other necessary supplies, and bring them to meetings).

- e. **Treasurer:** The treasurer shall receive all funds of the organization, keep and report at each meeting an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

**Section 2: Nominations and Elections.** Elections will be held at the second to last meeting of the school year. The nominations for each office will take place at the March meeting and the elections will be held at the April meeting. Voting shall be by ballots. If there is a tie the executive board will vote for tiebreaker.

**Section 3: Eligibility.** Active Members are eligible for office.

**Section 4: Terms of Office.** Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

**Section 5: Vacancies:** If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

**Section 6: Removal From Office.** Officers can be removed from office with or without cause by a two-thirds (2/3) vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

#### **Article V: Meetings**

**Section 1: Regular Meetings.** The regular meeting of the organization shall be on the second (2<sup>nd</sup>) Monday of each month during the school year at 6:30pm or at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The corresponding secretary will notify the members of the meetings in a flyer sent home with students at least one week prior to the meeting.

**Section 2: Special Meetings.** The president, any two members of the executive board, or five active members submitting a written request to the recording secretary may call special meetings. Previous notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting.

**Section 3: Quorum.** The quorum shall be one-third (1/3) members (in good standing) of the organization.

#### **Article VI: Executive Board**

**Section 1: Membership.** The Executive Board shall consist of the officers, principals and two (2) teacher advocates (1 – primary school and 1 – intermediate school).

**Section 2: Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

**Section 3: Meetings.** Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board. Special meetings may be called by any two (2) board members, with twenty four (24) hours notice.

**Section 4: Quorum.** Half (1/2) the number of the board members plus one constitutes a quorum.

## **Article VII: Committees**

**Section 1: Membership.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

**Section 2: Standing Committees.** The following committees shall be held by the organization: Communication, Project, Fundraising, and Giving Back.

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

## **Article VIII: Finances**

**Section 1:** A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

**Section 2:** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3:** The board shall approve all expenses of the organization.

**Section 4:** Two authorized signatures shall be required on any check. Authorized signers shall be the president, treasurer, or vice president.

**Section 5:** The treasurer shall prepare a financial statement at the end of the year to be reconciled by the vice president.

**Section 6:** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

**Section 7:** The fiscal year shall coordinate with the school year.

## **Article IX: Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

## **Article X: Standing Rules**

Standing rules may be approved by the Executive Board. The recording secretary will keep a record of the standing rules for future reference.

## **Article XI: Dissolution**

The organization may be dissolved with previous notice. Previous notice is identified as fourteen (14) calendar days. A two-thirds (2/3) vote of members present is needed at the meeting where this decision is made.

## **Article XII: Amendments**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the corresponding secretary. Notice may be provided by post mail, email, or on the announcements page on the PTO website. Amendments also require a quorum at the meeting in which they are presented.

## **Article XIII: Conflict of Interest Policy**

**Section 1: Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organizations 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 applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2: Definitions.**

- a. *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.
- b. *Financial Interest.*** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
  - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement or;
  - iii. 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 gratuities, favors, or anything of monetary value directly or indirectly from vendors.

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.

## **Section 3: Procedures**

- a. *Duty to Disclose.*** 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.
- b. *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.
- c. *Procedures for Addressing the Conflict of Interest.***
  - i. 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.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternative to the proposed transaction or arrangement.
  - iii. 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.
  - iv. 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.

**d. Violations of Conflict of Interest Policy.**

- i. If the governing board of 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.
- ii. 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.

**Section 4: Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 proceeding.

**Section 5: Compensation.**

- a. 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.
- b. 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.
- c. 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.

**Section 6: Annual Statements.** Upon membership and payment of annual dues, each member shall 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.

**Section 7: 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:

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

**Section 8: 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.