

Malcolm White Elementary School Parent Teacher Organization

Bylaws

Article I – Name

The name of the organization will be the Malcolm White Elementary Parent Teacher Organization (PTO).

Article II – Purpose

Section 1. The PTO is organized for the purpose of supporting and enhancing the educational experience of the Malcolm White Elementary School's students by: (1) providing an organization through which the parents, school, and teachers can work cooperatively; and (2) providing financial support for programs funded outside of the annual school budget

Section 2. The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

Article III – Membership

Section 1. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and will have voting rights. The principal and any teacher employed at the school may be a member and have voting rights.

Article IV – Officers and Elections

Section 1. Officers. The officers are a president, vice president, secretary, and treasurer. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

a. President. The president will 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 an ex officio member of all committees, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. Vice President for Fundraising. The vice president will assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president will also oversee the committees of this organization with regard to research, planning and organizing fundraising opportunities.

c. Secretary. The secretary will keep all records of the organization, take and record minutes,

prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes, bylaws, and rules.

d. Treasurer. The treasurer will receive all funds of the organization, keep 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, perform the complete and timely filing of all federal and state tax returns as well as other financial reports, pertaining to the PTO's 501(c)3 status, as applicable, and maintain accurate records of such. The treasurer will also make a full report at the end of the year.

e. Enrichment Officer. The enrichment officer will coordinate with the Principal and teachers to plan events that enhance current curriculum, assist with researching funding opportunities, recruit grade level enrichment coordinators and write a summary of enrichment events for archiving and future use.

Section 2. Eligibility. Members are eligible for office if they are in good standing at least 14 calendar days before the nomination for election.

Section 3. Nominations and Elections. Elections will be held at the second to last meeting of the school year. Nominations for each office will take place at the meeting held one month prior to the election. Individuals can only be nominated for one position. Nominations can also be made from the floor at the election meeting. Voting will be done by voice unless there is more than one person running for an office, in which case voting would then be done by ballot.

Section 4. Terms of Office. Officers are elected for a one year term and may serve no more than two (2) consecutive terms in any Officer position. There must be a break of at least one (1) year following two consecutive terms before becoming eligible for an Officer position again.

Section 5. Removal From Office. Officers can be removed from office with cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. Resignation. Any officer may resign at any time by delivering written notice to the Malcolm White school principal or PTO Secretary.

Section 7. 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 the office of treasurer, another officer will operate as interim treasurer until the next regularly scheduled meeting when a new treasurer can be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting. No PTO Business will be transacted without a president and treasurer (permanent or interim) in office.

Article V – Meetings

Section 1. Regular Meetings. The regular meeting of the organization will be on a regularly scheduled occurrence to be determined by the executive board, no less than every other month.

Section 2. 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 will be sent to the members at least 10 days prior to the meeting, by email.

Section 3. Quorum. The quorum will be 10 members of the organization.

Section 4. Notification of Meetings. The secretary will notify the members of the meetings via email at least one week prior to the meeting.

Article VI – Executive Board

Section 1. Membership. The Executive Board will consist of the officers and principal.

Section 2. Duties. The duties of the Executive Board will 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 will be held monthly. Special meetings may be called by any two board members, with 24 hours notice.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VII – Committees

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

Section 2. Standing Committees. The following committees will be held by the organization: Audit and Malcolm White Scholarship Committees.

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

Article VIII – Finances

Section 1. A tentative budget will be drafted in spring for the following school year and approved at a fall meeting by a majority vote of the members present.

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

Section 3. The board will approve all expenses of the organization.

Section 4. Two authorized signatures will be required on each check over the amount of \$200. Authorized signers will be the president, and treasurer. If the president and treasurer are in the same family another executive board member will serve as an authorized signer.

Section 5. The treasurer will prepare a financial statement at the end of the year, to be reviewed by the Audit

Committee.

Section 6. The fiscal year will coordinate with the school year.

Section 7. 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.

Article IX – Parliamentary Authority

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

Article X – Standing Rules

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

Article XI – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets will be distributed to one (1) or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code by then end of the calendar school year.

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 secretary. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Conflict of Interest Policy

Section 1. 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.

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 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.

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 will 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 will 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 will 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 will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee will 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 will 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 will make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy. i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will 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 will take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board

delegated powers will 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 proceedings.

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. Each director, principal officer, and member of a committee with governing board-delegated powers will 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.

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 will be conducted. The periodic reviews will, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result 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 will not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.