

# Prairie Center Elementary School Bylaws of the Parent Teacher Organization (PTO)

Adopted on: February 6, 2018

## **Article I – Name**

The name of the organization shall be the Prairie Center Elementary PTO, Inc.

## **Article II – Purpose**

The corporation is organized for the purpose of supporting the education of children at Prairie Center Elementary by fostering relationships among the school, parents, and teachers.

## **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.

**Section 2.** Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

## **Article IV – Officers and Elections**

**Section 1. Officers.** The officers shall be a president, vice president, 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, and coordinate the work of all the 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. Secretary.** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

**d. Treasurer.** The treasurer shall 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, and make a full report at the end of the year.

**Section 2. Nominations and Elections.** Nominations for officers may be made during the month prior to the last meeting of the school year. At that meeting nominations may also be made from the floor. 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.** Members are eligible for office if they are members in good standing at least 14 calendar days before the final meeting of the school year.

**Section 4. Terms of Office.** Officers are elected for one year. All officers may serve for more than one year if reelected into the 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 vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

## **Article V – Meetings**

**Section 1. General Meetings.** The general meetings of the organization shall be held quarterly during the school year as printed on the school calendar. The annual meeting will be held at the last general meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. Notice of the meetings will occur at least one week prior to the meeting.

**Section 2. Board Meetings.** Board 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 board meeting shall be sent at least 10 days prior to the meeting.

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

## **Article VI – Executive Board**

**Section 1. Membership.** The executive board shall consist of the officers and the school principal.

**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.** The executive board shall meet monthly January-May and August-December. Date and time determined by the board. 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 members and board members, with a board member acting as an ex officio member of all committees.

**Section 2. Standing Committees.** The members will determine the committees within the organization at the first meeting of the school year. Additional committees may be appointed by the board 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. Members of the organization may review the financial records upon request throughout the school year.

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

**Section 4.** Two (2) authorized signatures shall be required on each check. Authorized signers shall be the president, treasurer, and secretary.

**Section 5.** The treasurer shall prepare a financial statement at the end of the year, to be reviewed by an audit process.

**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 or transferred to the organization's successor.

**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, and the secretary shall 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.

## **Article XII – Amendments**

These bylaws may be amended at any general or board meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization. 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 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 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 executive board and members of committees with executive 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 executive 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 executive 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 president of the executive board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the executive 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 executive 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 the Conflict of Interest Policy.**

i. If the executive 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.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the executive 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 executive 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 executive 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.** No voting member of the executive board or any committee shall receive financial compensation, either directly or indirectly, from the organization for volunteer services provided.

**Section 6. Annual Statements.** Each executive 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.

**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:

- Structure of the organization
- Records of the organization
- Review of organization bylaws

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring that periodic reviews are conducted.