

# WESTBROOK SCHOOL PTO BYLAWS

## Article I-Name

The name of the school shall be the Westbrook School Parent Teacher Organization, d.b.a Westbrook School PTO.

## Article II-Articles of Organization

The articles of organization of this PTO include (a) the bylaws of this organization and (b) the certificate of incorporation or the articles of incorporation.

## Article III-Purpose

### Section 1.

This organization exists for the purpose of supporting the educational opportunities for children at Westbrook School for Young Learners by fostering relationships among the school, parents, teachers, and community.

### Section 2.

This organization is formed 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.

## Article IV-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 or staff member 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 a meeting to be considered a member in good standing with voting rights.

### Section 3.

Membership year is defined as matching the fiscal year. Members can join at any time during the current membership year.

## Article V-Officers and Elections

Section 1. Officers Please review responsibilities of each position, especially your own so that we have clear expectations for each position.

The officers shall be two (2) co presidents, two (2) vice presidents, secretary, and treasurer.

a. President. The co-presidents shall:

- Preside over meetings of the organization and executive board

- Serve as the primary contact for the principal
  - Represent the organization at meetings outside of the organization
  - Serve as an ex officio member of all committees except the nominating committee, and if authorized to sign checks, the audit committee
  - Sign all legal documents
  - Delegate the work of 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 presidents shall:
- Take the lead in filling empty committee chair positions
  - Ensure event recap forms are completed and submitted after PTO events
  - Attend monthly PTO meetings and deliver reports in the absence of the committee chairs
  - Coordinate the collection of volunteer information and distribute to the appropriate committee chairs
  - Assist the co-presidents with necessary coordination of information surrounding PTO events.
- c. Secretary. The secretary shall:
- Keep all records of the organization
  - Take and record meeting minutes
  - Handle correspondence
  - Oversee committees as defined by Standing Rules
  - Maintains copies of minutes, bylaws, rules, membership list, and any other necessary supplies and brings them to the meetings
- d. Treasurer. The treasurer shall:
- Receive all funds of the organization
  - Keep an accurate record of receipts and expenditures
  - Pay out funds in accordance with the approved budget
  - 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.
  - Prepare the financial records for annual audit
  - Be responsible for completion and filing of appropriate forms as required by law, such as insurance, corporate report and tax forms.

## Section 2. Nominations and Elections.

Elections will be held at one of the regular meetings of the school year. The nominating committee shall consist of 3 to 5 PTO members or the executive officers. This committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. 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.

Officers must be members in good standing during the year(s) they serve the PTO.

#### Section 4. Terms of Office.

Officers are elected for two years 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. Newly elected officers assume their office and duties following the conclusion of the last regular meeting of the school year, with the exception of the treasurer whose term concludes after the completion of the audit.

#### Section 5. Vacancies.

If there is a vacancy in any elected office, it is at the discretion of the elected officers to determine whether to fill the vacancy or leave vacant through the remainder of the school year. If so determined to fill the vacancy, 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 VI – Meetings

#### Section 1. Regular Meetings.

The regular meeting of the organization shall be monthly at a time and place determined by the officers prior to the start of the school year. The secretary will notify the members of any changes to meetings dates and times, no less than 10 days prior to the meeting.

#### 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 shall be sent to the members at least 10 days prior to the meeting.

#### Section 3. Quorum.

The quorum shall be 10 members of the organization which includes a minimum of two officers. Voting is allowed in person only, unless the decision is made in writing and is unanimous.

### Article VII – Executive Board

#### Section 1. Membership.

The Executive Board shall consist of the officers, teacher representative and principal or their representative, and standing committee chairs.

#### Section 2. Duties.

The duties of the Executive Board shall be to transact business between meetings, create standing rules and policies, create standing and temporary committees, assist in preparing a budget, and prepare reports and recommendations to the membership.

### Article VIII – Committees

#### Section 1. Membership.

Committees may consist of members and board members, with the president(s) acting as an ex officio member of all committees, with the exception of nominating committee and audit committee, if authorized to sign checks.

## Section 2. Standing Committees

Standing committees consist of fundraising, nominating, membership, student enrichment, and audit committee.

## Section 3. Committee Chairperson(s)

- a. Each standing and other committee shall have chairperson(s), the number of chairpersons needed for each committee to be determined by the executive board.
- b. Chairperson(s) shall provide a written plan of work to the executive board prior to beginning and written report concluding the work of their committee.
- c. Chairperson(s) shall maintain records of the activities of each committee
- d. Chairperson(s) serve one year terms, with no limit to the number of terms able to serve on a committee.
- e. Chairpersons assist PTO by finding replacements to fill their seat when they conclude their service (thought this might be nice to include: encouraging each person to help us find their replacement when they are done)

## Article IX – Finances

### Section 1.

A tentative budget shall be drafted prior to the start of each school year, and approved at the first regular meeting 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 any expenses above and beyond the approved budget.

### Section 4.

Two authorized signers shall be recorded on the organization's bank account. Authorized signers shall be one co- president and treasurer.

### Section 5.

The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

### 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. Alternatively, funds may be transferred to an approved 501(c)3 corporation.

### Section 7.

The fiscal year shall end June 30th.

## Article X – Parliamentary Authority

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

### Article XI – 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 XII – Dissolution

The organization may be dissolved with previous notice of 60 calendar days and a two-thirds vote of those present at the meeting.

### Article XIII – 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. Bylaw review should be conducted at a minimum of every two years.

### Article XIV – 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 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 alternatives 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 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 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 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.

At the first regular meeting of the school year, the Conflict of Interest policy will be reviewed with the Board.

#### 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.

#### 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.