

EGES PTO INC. BYLAWS

Article I – Name

The name of the organization shall be EGES PTO INC. The accepted abbreviation of the name is EGES PTO.

Article II – Purpose

The corporation is organized as volunteer, nonprofit parent/teacher organization for the purpose of supporting the education of children at Eastern Greene Elementary by fostering relationships among the school, parents, and teachers.

Article III – Membership and Dues

Section 1. Eligibility. 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. Members who have completed their annual membership application in full are eligible to vote or serve in an elected or appointed position. Members have one vote per household.

Section 2. Annual Dues. 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.

Section 3. Enrollment. EGES PTO INC. may enroll members at any time before January 1st of the current school year. Membership is valid for the current school year only and runs through June. Completion of the application constitutes a member's agreement to uphold the EGES PTO INC bylaws and policies and establishes an active membership.

Section 4. Conflict of Interest. Any EGES PTO member who has any proprietary or ownership interest in any entity that does business with or contracts with EGES PTO must disclose such interest in writing to the Executive Board and shall be precluded from voting on any matter related to such entity. Moreover, members with a conflict of interest may not influence or attempt to influence any decision, opinion, or vote.

Section 5. Compensation. Members may not accept gifts in connection with any work of EGES PTO; and may not directly or indirectly receive any monetary benefit in exchange for any decision, opinion, or vote. Additionally, volunteers may not receive anything in exchange (e.g. products, compensation, waiver of fees, etc.) for being a committee chair, assistant chair, or committee member.

Section 6. Reinstatement. If a member quits and subsequently desires to rejoin the PTO, a unanimous vote by the Executive Board is required to permit the former member to rejoin the PTO.

Section 7. Revocation of Membership. Membership privileges of members who violate EGES PTO INC. Bylaws updated May 2021 or policies, school or district policies, local, state or federal laws application to the operations of EGES PTO may be revoked.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be 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 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 an ex

officio member of all committees except the nominating committee, 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. The Vice President shall also oversee the committees of this organization.
- c. **Secretary.** The Secretary shall 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, 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. Eligibility. Members are eligible for office if they are members in good standing at least 60 calendar days before the nominating committee presents its slate.

Section 3. Nominations and Elections. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. Elections will be held at the April meeting. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote may be taken.

Section 4. Terms of Office. Officers are elected for one year, will take office on June 1st, and may serve no more than two (2) consecutive terms in the same office.

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

Section 6. Limits of Liability. Members of the Executive Board shall not be personally liable for the debts, liabilities, or obligation of the EGES PTO. Executive Board members shall be indemnified by EGES PTO INC. to the fullest extent permissible under the laws of this commonwealth. Except as may be otherwise provided under provisions of law, the members of the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 6. 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 may fill the vacancy through an election at the next regular meeting. The number of officers may be reduced if needed.

Article V – Meetings

Section 1. General Membership Meetings. There shall be at least two (2) general membership meetings each semester. Dates of the meetings shall be determined by the Executive Board and announced at the beginning of the school year. If a scheduled meeting date must be changed, a notice of the change will be posted in the school three (3) days in advance of the new meeting date unless impossible due to inclement weather.

Section 2. Executive Board Meetings. There shall be at least two (2) Executive Board meetings each school year, with more meetings as needed. The Executive Board will remain in regular communication with each other through email, phone, etc.

Section 3.

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 seven (7) days prior to the meeting using email and at least one (1) other method of communication.

Section 4. Annual Meeting. The annual meeting will be held at the April general membership meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 5. Quorum. The quorum shall be half the number of board members plus one.

Section 6. Notification of Meetings. The Secretary will notify members of the meetings via email and at least one (1) other method of communication at least one week prior to the meeting.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers, Principal, and standing committee chairs.

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. Each year the current Executive Board, led by the President, will discuss and agree upon how the Executive Board work is covered along with any additional working policy documentation. Each exiting board member shall provide the new board member all materials relating to that office and orient the new board member as to the duties of the office, prior to the start of the new term.

Section 3. Conduct. The Executive Board members should always conduct themselves in a higher orderly manner that would represent the school in a professional light.

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

Article VII – Committees

Section 1. Purpose. Committees shall be created by the Executive Board as needed to promote the purpose and interests of the EGES PTO. The need for specific committees will be reviewed annually.

Section 2. Membership. Committees may consist of general members and board members, with the President acting as an ex officio member of all committees.

Section 3. Committee Chairs. Committee Chairpersons will be voted into office by the Executive Board. Any special or standing committee without a Committee Chair will be chaired and organized by the Executive Board as a whole.

Section 2. Standing Committees. The following committees may be held by the organization: Appreciation, Fundraising, Family Events, and School Support.

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

Section 4. Attendance. All members of the Executive Board are invited to attend any committee meetings.

Section 5. Correspondence. Any correspondence from the PTO to parents or the community must be approved by the President in coordination with the Principal. All events, fundraisers, incentives and items for sale must be approved by the Executive Board and Principal. When possible, the EGES PTO INC. name and logo must be present on all correspondence and marketing.

Article VIII – Finances

Section 1. Budget. A tentative budget shall 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. Records. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. Authorization. The Executive Board shall approve all expenses of the organization up to \$200. Any expense over \$200 must be voted on by the general membership. Two (2) authorized signatures shall be required on each check over the amount of \$200. Debit card purchases over \$200 should be approved by the Executive Board after receiving a purchase order.

Section 4. Funds. No money should ever be deposited in anyone's personal account or the school's account. All funds shall be kept in a checking account in the name of EGES PTO INC. and held at a local financial institution. Authorized signers shall be the President, Treasurer, and Vice President. The signature on any check cannot be the payee. No PTO check should be made payable to "cash" or issued for an unspecified amount.

Section 5. Reserves. The organization shall leave a minimum of \$500.00 in the treasury at the end of each fiscal year.

Section 6. Reimbursement. Reimbursement requests must be made within 30 days of the expenditure, otherwise the request will be denied. To be reimbursed from the PTO, a receipt or invoice with statement of purpose must be submitted to the Treasurer. All reimbursements must have prior approval by the President.

Section 7. Earnings. No part of the net earnings of the PTO shall come to the benefit of, or be distributable to its members, Executive Board, principal, Chairperson, or other private person with the exception of authorized compensation for services rendered.

Section 8. Payment. PTO 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 Executive Board. Cash should not be used unless it is the only payment method available, and if used, a written comprehensive receipt must be obtained.

Section 9. Purchases. All PTO purchases or payments must have a receipt.

Section 10. Audit. All PTO check requests, receipts, paid bills, banks statements, etc. shall be preserve for annual audit.

Section 11. Returned Checks. All returned checks will be charged in accordance to the schedule of fees from the banking institution. A certified letter will be mailed to the debtor requiring that payment must be returned within 7 days of receipt of the letter. The Executive Board will determine a returned check fee schedule each year and will determine further collection action when necessary.

Section 12. Reports. The treasurer shall prepare a financial statement at the end of the year to be reviewed by the Audit Committee.

Section 13. Fiscal Year. The fiscal year shall coordinate with the school year.

Section 14. Dissolution. 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 – 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 X – Dissolution

The procedure for dissolution shall be:

- a. 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.
- b. Notice of intent to disband shall be given to all members, in writing, at least thirty (30) days prior to the general membership meeting.
- c. The committee shall submit a report at the next general membership meeting.
- d. The organization may be dissolved at the general membership meeting, having gone through the above steps, with a two-thirds vote of those present at the meeting.

Article XI – 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. Notice may be given by email, hard copy, postal mail, or fax.

Article XII – Policies

- a. This organization shall be non-commercial, non-sectarian, non-political.
- b. Complaints or issues should be directed to the PTO President via email.
- c. Background checks will be required for any PTO volunteer, especially those who will be working around children.
- d. EGES PTO can request community volunteers who are not members to help with projects. Volunteers do not have the same duties and/or privileges as PTO members. Community volunteers will also be subject to background check if working with children.

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 office 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 decided 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 of 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. 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 of 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 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 operations 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 arrangement sand 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 shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.