

# Sandyston-Walpack PTO

## Bylaws

Revised October 2016

### **Article I                    Name and Purpose**

The name of this organization shall be the Sandyston-Walpack PTO, also known as the SWSPTO (which shall hereinafter be referred to as the SWSPTO or PTO). The SWSPTO supports the Sandyston-Walpack Consolidated School's vision and mission.

The PTO's purpose is to enhance the educational and social environment of the school through effective activities. The PTO is designed to promote academic and financial goals, parent volunteerism, and communication. The PTO receives direction and is ultimately accountable to the principal. The PTO maintains a collaborative working relationship with the academic and support service staff and other parents/guardians and appropriate members of the Sandyston-Walpack Consolidated School community. The PTO does not actively participate in curriculum, discipline, policies, or school budgeting. Any parent voicing concerns or questions to these areas should be referred to the appropriate department within the school's administration.

### **Article II                    Rules and Restrictions**

1. Serving as a liaison and communication forum between parents/guardians and the Sandyston-Walpack Consolidated School. The PTO's purpose is realized through planned meetings and a website.
2. Serving as a resource and support system (of an information, educative, counseling or referral source in nature) to parents/guardians.
3. Assisting in services to the school through support of the principal, academic staff, and appropriate committees.
4. Coordination and implementation of family-oriented activities, special program/project fundraising, and community service events.
5. Maintaining confidentiality and striving to improve communications and the development of an open and cooperative relationship between the Executive Board members, principal, teachers, and parents/guardians.
6. No PTO Executive Board member shall voice an opinion that represents the Executive Board without an Executive Board vote.
7. The fiscal year of the PTO shall start on July 1st and end on June 30th of the following year.

8. The sources of support shall be contributions, interest earned on bank accounts, and revenues from fundraising efforts. No part of the net earnings of the Sandyston-Walpack PTO shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private personas, except that the PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

9. Receipts are required for all monies spent and refunds. An original receipt MUST be given to the Treasurer to receive reimbursement. Refunds cannot be made without an original receipt. Petty cash will have a beginning balance of \$200.00 starting October 1<sup>st</sup> of every year.

10. The Executive board will hold veto power over the general membership in all matters that pertain to expenditures over \$500.00.

11. No substantial part of the activities of the SWSPTO shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The PTO shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

12. Sandyston-Walpack PTO shall not carry on any activities not permitted to be conducted by an organization exempt from federal income tax under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article III            Membership**

Membership in the PTO shall be open to all parents and guardians of children currently enrolled in Sandyston-Walpack Consolidated School and to all staff members of the school. All members will be eligible to vote in matters which they have been present for discussions of the subject(s) to be voted upon. Members can vote on matters at their first attended meeting.

To be eligible to vote in an election, members must be present at a minimum of two meetings prior to the election and in the current school year.

### **Article IV            Meetings**

1. Meetings will be held the second Monday of every month during the school year. Summer meetings will be announced at the meeting prior. Meetings will be posted in the school newsletter and set at the prior meeting.
2. If the monthly meeting is cancelled, every effort will be made to reschedule the meeting.
3. The President(s) and/or majority of the Executive Board may call Special meetings of the PTO. Whenever possible, at least 48 hours notice shall be given to call a Special meeting or cancel any meeting, either by phone call or email.
4. A quorum of the Executive Board is a majority of the board officers present.
5. Minutes shall be recorded at the meetings.

6. The Executive Board may hold closed meetings to discuss matters on an emergency basis. This can only take place if all officers are present.

## **Article V                    Officers and Elections**

### **I. Officers**

1. In accordance with the Bylaws, the Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and the Sergeant-at-Arms.

### **II. Elections**

1. Officers shall be elected, by ballot, at the May annual meeting when there is more than one person running for that position.
2. An Election Committee shall be formed no later than the March meeting preceding the election of officers. The Election Committee shall seek nominees for each office and report to the PTO.
3. Letters of interest will be accepted prior to the April meeting of the election year. The Election Committee Chairperson will announce the slate of candidates at the April meeting.
4. To be eligible to hold a position on the Executive Board, a member must have attended at least 3 meetings during the current school year, prior to April meeting, attend the April meeting, and attend 1 PTO event. If an officer candidate is unavailable, the Executive Board can nominate other PTO members who are willing to commit attending a majority of the following school year's meetings.
5. If a vacancy occurs in an elective office during a term, the President shall appoint a PTO member to fill the position subject to approval by the Executive Board. If the President's position becomes vacant, the Vice-President shall become President, then appoint a new Vice-President.
6. Officers of the Executive Board can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at an Executive Board meeting where previous notice has been given. The Executive board will hold veto power over the general membership in all matters that pertain to the removal of an officer.
7. If a previous Board member wishes to be considered for a position again, but does not meet eligibility requirements, they may be grandfathered if they held their last Board position within the last two years.
8. A person may hold more than one office, if the need should occur.
9. All terms of office are one year in duration and are effective on July 1<sup>st</sup>.

## **Article VI                    Duties of Executive Board**

### **I. President**

1. Be the Chief Executive Officer of the PTO.
2. Attend all general meetings of the PTO and Executive Board.
3. Oversee appointment of all committee chairpersons.
4. Co-Sign bank signature card and perform the duties of the Treasurer in his/her absence.

5. Represent the PTO at all designated meetings and functions.
6. Perform all duties consequent of his/her office.
7. Prepare an agenda for each monthly meeting.

#### II. Vice-President

1. Perform the duties of the President in his/her absence, at the President's request, or in the event he/she resigns.
2. By virtue of office is a consultant to all committee chairpersons.
3. Assist the President in representing the PTO at all designated meetings and functions.

#### III. Secretary

1. Supply the President with information for preparing the agenda for each monthly meeting.
2. Take attendance and keep minutes at each monthly meeting.
3. Conduct the correspondence of the PTO and hold the stamps (will start with 200 stamps.)
4. Be responsible with insertions for the weekly newsletters if one is published.
5. Keep all records for committees.

#### IV. Treasurer

1. Be given all monies from committees following events and fundraisers.
2. Be a co-signer on the checking account.
3. Deposit all funds to the bank in a timely manner.
4. Present a Treasurer's Report at each monthly meeting to all members.
5. File the State Tax Reports and yearly renewals. (Insurance-every year & gaming-every 2 years)
6. Arrange for auditing of the books by a qualified person each year.
7. Keep all financial records of committee reports and emergency funds.
8. Control and provide the members with petty cash on request.
9. Keep copies of all committee and member's receipts.

#### V. Sergeant-at-Arms

1. Maintain workable knowledge of Bylaws.
2. Update Bylaws as needed.

### **Article VII                      Parliamentary Procedure**

1. The rules contained in Robert's Rules of Order shall govern the PTO in all cases in which they are applicable as long as they are not in conflict with the Bylaws.
2. A copy of Robert's Rules of Order will be kept with the President and the Sergeant-at-Arms to be referenced as needed.

### **Article VIII                      Amendment**

These Bylaws may be amended at a monthly meeting in which a quorum is present. The proposed amendment(s) will be presented to the members for approval.

## **Article IX                    Conflict of Interest Policy**

### **I. Purpose**

The purpose of the "Conflict of Interest Policy" is to protect this tax-exempt organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the PTO or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

### **II. Definitions**

1. Interested Person
  - a. Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest
  - a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
  - b. An ownership or investment interest in any entity with which the PTO has a transaction or arrangement.
  - c. A compensation arrangement with the PTO or with any entity or individual with which the PTO has a transaction or arrangement, or
  - d. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the PTO is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial.
4. A financial interest is not necessarily a conflict of interest. Under Article IX, Section III, 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.

### **III. Procedures**

1. 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 considering the proposed transaction or arrangement.
2. After disclosure of the financial interest and all material facts, and after any discussion with 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 if a conflict of interest exists.
3. 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.

4. 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.
5. After exercising due diligence, the governing board, or committee shall determine whether the PTO 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.
6. 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 PTO'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 the transaction or arrangement.
7. 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.
8. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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.
2. 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 proceedings.

#### V. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from the PTO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### VI. Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

1. Has received a copy of the "Conflict of Interest Policy".
2. Has read and understands the policy.
3. Has agreed to comply with the policy.
4. Understands the PTO is non-profit charitable organization and in order to maintain its federal tax exemption 501c3 status must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

#### VII. Periodic Reviews

To ensure the PTO operates in a manner consistent with non-profit charitable purposes and does not engage in activities that could jeopardize its 501c3 tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the PTO's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the PTO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article X                      Dissolution**

If the PTO Executive Board determines by vote that it is necessary to dissolve the Sandyston-Walpack PTO, after paying all debts, any assets remaining shall be donated to the Sandyston-Walpack Consolidated School for enrichment purposes. Or, in the event of reorganization, all monies and assets shall be transferred exclusively to an organization whose purposes are similar to those of this organization and that have the Internal Revenue Service determination or ruling of the tax exemption under Section 501c3.