

LAKE MARION ELEMENTARY PARENT-TEACHER ORGANIZATION

D/b/a LAKE MARION PTO

BY-LAWS

Effective Date: May 29, 2018

ARTICLE I NAME

The name of this Organization shall be the Lake Marion Parent-Teacher Organization, hereafter referred to as the “Lake Marion PTO” and/or the “Organization”.

ARTICLE II PURPOSE

The Lake Marion PTO exists to foster more open, timely and informative communication between parents, teachers, staff and the Lake Marion school community. The Lake Marion PTO’s efforts are designed to enhance and maximize the educational opportunity and achievement of every student attending Lake Marion Elementary.

ARTICLE III MEMBERSHIP

Membership shall be afforded to any parent, guardian or other adult standing in loco parentis for a student formally enrolled at Lake Marion Elementary during the school year currently in session and/or the one (1) most recent school year last completed (“the Membership Period”). Membership will also be afforded to the Principal and any teacher actively employed by the School during the Membership Period.

All Lake Marion PTO Members must be willing to uphold and promote the Purpose of the PTO as defined in Article II of its By-Laws. All Members must be willing to subscribe to the By-Laws as set forth herein. There are no dues or other eligibility requirements for membership in the PTO.

ARTICLE IV OFFICERS

Section 1. Nomination and Election of Officers – Officers of the LME PTO shall be the President, Vice-President, Secretary and Treasurer. Officers will serve a two-year term which shall begin in July and run through the end of the second school year following the beginning of a respective officer’s term. Candidates for each office may be identified by any active member of the PTO and must be submitted no later than ten (10) days prior to the meeting during which officers will be elected by the Executive Board. Officers will be elected by a majority vote of the Executive Board, provided a quorum is present.

Section 2. Duties – The duties and roles of each Officer identified in Section 1 are defined below:

President – The President shall preside at all meetings of the LME PTO and its Executive Board, and will be a member ex-officio of all formally recognized committees of the PTO. The President shall serve as the primary point of contact for the Principal and/or School District, as well as to serve

as the primary representative for the PTO at meetings outside of the Organization. It shall be the responsibility of the President to coordinate the work of officers and committees so that the purpose of the Organization is served. The President shall also be responsible for the agenda for each monthly meeting.

Vice President – The Vice President shall act as an aid to the President and shall perform the duties of President in his/her absence or inability to serve. The Vice President shall also carry out tasks as designated by the President that serve the purpose of the Organization.

Secretary – The Secretary shall keep all records of the Organization, take and record minutes, handle correspondence, and send notice of the meetings to the membership. The Secretary shall also be responsible maintaining and keeping a copy of the By-Laws, record book of all meeting minutes, membership notes, and any other materials and/or supplies necessary for the conduct of PTO meetings.

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 Executive Board meeting, or at other times as specifically requested by the Executive Board. In addition, the Treasurer will prepare the budget for each year, as approved by the Executive Board, and will make a full report to the Executive Board at the conclusion of each year.

Any officer position may be split into two positions and be known as Co-Officers (i.e. Co-President, Co-Treasurer, etc.), as deemed appropriate by the governing Executive Board. Duties of said Co-Officers shall be split as best suited to ability or need. During any vote requiring Officer or Executive Board approval, Co-Officers shall be granted just one shared vote to be cast on their behalf. If Co-Officers cannot agree on said vote, the vote must be split and duly recorded as a “half-vote” for each.

Section 3. Eligibility – Officers of the PTO must be Members in good standing for a minimum of ten (10) days prior to the deadline for nominating Officers for any upcoming election. Nominees for offices must meet all other criteria as outlined herein, and must be willing and able to serve in the capacity for the office sought during the entirety of the term.

Section 4. Terms of Office – Officers will serve a two-year term, and may not serve for more than two (2) consecutive terms unless specifically authorized by unanimous vote of the Officers of the PTO and the Principal of the school.

Section 5. Vacancies – In the case of a vacancy in the office of the President, the Vice-President shall become President. Should the Vice-President not wish to serve as President, he or she shall fill the role on a temporary basis until the role can be filled through the due course nominating and election process defined herein. In the case of a vacancy in another office, that role shall be filled by election at the next regularly scheduled meeting of the Executive Board.

Section 6. Removal from Office – Any Officer of the Organization may be removed from office with or without cause by a two-thirds vote of those present at a regularly scheduled meeting (assuming quorum is met) of the PTO. Should such an action be included on the Agenda, proper notice must be given to the full membership of the Organization prior to the meeting.

ARTICLE V MEETINGS

Section 1. Regular Meetings – The regular meeting of the Organization will be determined by the Executive Board Elect for the upcoming school year. Regular meetings may be held during school hours or in the evening. The dates, times, and locations of the regular meetings, scheduled for each month during the school year, must be communicated to the PTO membership no later than August 1st of each year. Regular meetings will be held at a location agreed upon by the Executive Board Elect. Meetings rescheduled to any other day after the initial August 1 publication of the meeting schedule for the school year must be communicated to the PTO membership at least two (2) calendar days prior to both the original and rescheduled meeting.

Section 2. Special Meetings – Special meetings may be called by the President, any two (2) members of the Executive Board, or any five general members submitting a written group request to the Secretary. Previous notice of any such Special Meeting must be communicated to the PTO membership at large by written communication and posting to the school website no less than ten (10) days prior to the conduct of a Special Meeting.

Section 3. Quorum – for any PTO event requiring a quorum of the membership, the definition of a quorum shall be no less than eight (8) participating members of the PTO, including at least two (2) members of the Executive Board.

ARTICLE VI EXECUTIVE BOARD

Section 1. Membership – The Executive Board shall consist of the Officers of the PTO and the Principal of the School. Standing Committee Chairs, as designated by the President, are deemed to be non-voting members of the Executive Board.

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. Standing Committee Chairs – Each year, the PTO Officers will approve a slate of Standing Committee Chairs as identified by the President. These persons will be approved the last meeting of the school year. The term for each Chair is one (1) year, and a Committee Chair may serve as many consecutive terms as he or she desires, provided the President approves and the extension is approved by a majority vote of the Executive Board. In the absence of a formally identified Committee Chair, any

one (1) other member of the Committee for which that role is vacant may participate as a member of the Executive Board until a formal Chair is identified and approved.

ARTICLE VII FINANCES

Each year, the Treasurer shall prepare a tentative annual budget for the Organization, and such budget shall be approved by a majority vote of the Officers during the first available Regular Meeting of the school year. The Treasurer shall be responsible for updates, changes and communications related to the budget throughout the year.

At all times, the Treasurer shall keep accurate records and details for all disbursements, income and transactions of the Organization. The Treasurer will be responsible for the maintenance and recordkeeping associated with bank statements, receipts, check registers and financial reports.

The Board shall approve all expenses of the Organization. All checks written for an amount in excess of five (5) percent of the budgeted gross annual income of the Organization shall be signed by the Treasurer and at least one (1) other active Officer of the Organization. The Treasurer or any other appointed and authorized Officer may sign checks below this amount.

The expenses and income of the Organization are understood to be periodic and cyclical, and occur irregularly throughout the calendar year. To account for these timing issues, the PTO is expected to maintain a savings account with a minimum balance of \$2500 throughout the year. Should such a balance not be kept, a temporary spending authorization plan shall be prepared by the Executive Board to identify ways to ensure spending does not exceed the financial resources of the Organization until the savings balance can be restored.

The fiscal year for the Organization shall match the fiscal year for the school it serves at all times.

In the event of the dissolution of the Organization, all monies on hand shall be used to pay off remaining expenses and any outstanding bills attributable to the Organization. Should any remaining funds be available once these liabilities are resolved, the remainder shall be spent in a manner that benefits the School, as identified by the Principal and approved by a majority of the PTO Officers.

ARTICLE VIII DISSOLUTION

The Organization may be dissolved at any time through a two-thirds vote of the Membership at any Regular or Special meeting of the PTO, provided a minimum of fourteen (14) days notice is provided to the membership that includes the purpose of the meeting.

ARTICLE IX AMENDMENTS

These Bylaws may be amended at any Regular or Special meeting, provided that previous notice was given at the prior meeting, and notice was sent by e-mail and/or written communication to all members of the Organization by the Secretary. Amendments will be approved by the two-thirds of those present at the Meeting; should there not be a quorum present, amendments may still be approved by unanimous consent of those present.

ARTICLE X 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 - As they pertain to the Purpose of this policy:

- a. Interested Person – Any Director, Principal Officer or member of a committee given Executive Board-designated 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 -- As they pertain to the Purpose of this policy:

- a. Duty to Disclose – In connection with any possible or actual 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

Executive Board-delegated powers who are considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict 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 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 involving the possible conflict of interest;
 - ii. The Chairperson of the Executive 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;

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 is in the best interests, for its own benefit, and whether it is fair and reasonable. In conformity of 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 reason to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member for the basis of that belief, and afford the member the opportunity to explain the alleged failure to disclose;
 - ii. If, after hearing the member's response and making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose a possible or actual conflict of interest, it shall take appropriate disciplinary or 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 potential 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 in fact a conflict of interest existed.
- b. The names of persons who were present for discussions and voters 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 Executive 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 Executive 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 Executive 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 its 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:

- Whether compensation arrangements and benefits are reasonable (and aligned with reasonable survey amounts, if available), and are the result of arm's length bargaining; and

- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payment 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.