**George M. Null School PTO**

**Bylaws**

**October 2015**

**Article 1 – Name**

The name of this organization shall be called George M. Null Parent-Teacher Leader Organization.

**Article 2- Purpose**

The purposes of the organization are:

1. To promote the welfare of children and youth in home, school and community.
2. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the training of the child.
3. To develop between educators and the general public such united efforts as will secure for every child the highest advantages in physical, mental, social and education.

**Article 3- Members**

**Section 1-** Any parent, guardian or other adult standing in loco parentis for a student at the school that pays party dues may be considered a member and shall have voting rights.

**Section 2-** Dues will be established by the executive board. If dues are charged, a member must have paid his or her dues by September 30th to be considered a member in good standing with voting rights.

**Article 4- Officers**

**Section 1-Officers.** The officers shall be a president, vice president, secretary, treasurer and chair of the standing committee.

1. **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, prepare the agenda, and send to all members 7 days prior to meeting and coordinate the work of all the officers and committees so that the purpose of the organization is served.
2. **Vice President**. The vice president shall assist the president and carry out the president duties in his or her absence or inability to serve and works with chair of standing committee. If there is not a chair standing committee the vice president will stand in this role of duty.
3. **Secretary**. The secretary shall keep all records of the organization, take and record minutes, handle correspondence and send notices of meetings to the members. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list and any other necessary supplies and bring them to the meetings.
4. **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.

Appoint an auditing committee at least two weeks before the last regular meeting of the school year to audit the treasures accounts at the end of the school year.

Prepare and submit to the organization for approval a budget for the fiscal year.

**Section 2- Officers and Their Election.**

1. Nominations for officers shall be made by a nomination committee of three members, elected by the executive committee at least 1 month prior to the election of officers. The nomination committee shall report at the election meeting the name of a candidate for each office to be filled. Additional nominations may be made from the floor, and voting shall not be limited to the nominees. The consent of each candidate must be obtained before his name is placed in the nomination.
2. The officers of the organization shall be a president, vice president, secretary, treasurer and chair of standing committee. These officers shall be elected by ballot at the March meeting. However, if there is by one candidate for any office, the election may be by voice. Officers shall assume their official duties at the close of the annual meeting and shall serve for one term and until their successor is elected. The term of office for president and vice president is one year. The term of office for the secretary and treasurer is two years. No person shall service more than two consecutive terms in the same office.

**Section 3- 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 motive has been given.

**Article 5- Meetings**

**Section 1- Regular Meetings**

There shall be at least five regular meetings of the organization each year. Regular meetings shall be held monthly, the day to be determined at the discretion of the current executive committee. Any change must be made with five days notice having been given. Efforts to include more members will be made by offering 3 evening meetings per year.

**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. A special meeting shall be sent to the members at least ten days prior to the meeting.

**Section 3- Quorum**

Six members shall constitute a quorum if membership is twenty or less. If it is more that twenty-one, one fifth of the memberships shall constitute a quorum.

**Article 6- Executive Board**

**Section 1- Memberships**

The Executive Board shall consist of the officers, principal, school representative, 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.

**Section 3- Meetings**

Regular meetings shall be held monthly, on the same day at the same time each month, to be determined by the board. Special meetings may be called by any two board members with 24 hours notice.

**Article 7- Committees**

**Section 1-Membership**

Committees may consist of members and board members. The chair of standing committees acts as an ex officio member of all committees.

**Section 2-Standing Committees**

The following committees shall be held by the organization: Fundraising, Hospitality, Membership, Communications, Family Events, Nominating, Auditing, and Classroom Support.

Standing committees shall be created by the executive committee as may be required to promote the objects and interest of the organization. The chairmen of the standing committees shall be selected by the officers and the principal of the school or her/his representative. Their term of office shall be one year.

**Section 3- Additional Committees**

The board may appoint additional committees as needed.

**Article 8-Finances**

**Section 1**- A tentative budget shall be drafted in the summer 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.

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

**Section 4-** Two authorized signatures shall be required on each check over the amount of $200. 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 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.

**Section 7-**The fiscal year shall coordinate with the school year.

**Article 9 – Parliamentary Authority**

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

**Article 10** – **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 11 – Dissolution**

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

**Article 12 – 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 postal mail, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

 **Article 13 – 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:

 1) An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

 2) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

 3) 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.**

1) 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.

2) 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.

3) 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.

4) 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.**

 1) 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.

 2) If, after hearing the member’s response and after making further www.ptotoday.com 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 boards 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**

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 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:

(A) Whether compensation arrangements and 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.