

# MSMS PTO Bylaws

## Article I-Name:

Maize South Middle School PTO

## Article II-Purpose:

### **Support. Enrichment. Building Community**

The PTO is organized for the purpose of supporting and enhancing the educational experiences and charitable purposes of Maize South Middle School. This is accomplished by engaging in social and academic activities, communication, and providing an organization through which parents, teachers and the school can work cooperatively.

This organization is organized exclusively for charitable purposes to Maize South Middle School.

## Article III-Members:

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 staff member employed at the school may be a member and have voting rights.

## Article III-Officers, Committees and Elections:

**Section 1. Officers.** The officers shall be a president, vice president, secretary, treasurer and past president.

- A. **President:** The President is in charge and will coordinate the work of the PTO Officers and Committees. The President runs the meetings and initiates a vote when needed. The President is the liaison between the PTO and the principal/administrative staff at the school. The President can verbally approve or sign off all invoices or check requests. In addition, will approve all newsletters, flyers, or notices and have approval by the Principal prior to distribution. The President will recruit & manage volunteers, will organize how to raise funds, manage money and fully understand the bylaws.
- B. **Vice-President:** The Vice President acts in an advisory capacity to the President and, in the absence of the President shall conduct the presidential duties. The VP will oversee fundraising and their committees/chair. The VP serves as the initial point of contact for fundraisers. The VP will also coordinate any communication with fundraising to the President for school approval.
- C. **Treasurer:** The Treasurer keeps the bank ledger, bank reconciliations, and financial records and will review this information at the meetings. Will also prepare the 990 filing for the 501(3)(c) at the end of the fiscal year. The Treasurer will assist with deposits and check requests. The Treasurer will keep an accurate record of all receipts and disbursements. Upon audit, the Treasurer will provide the Auditor with requested financials and report findings.
- D. **Secretary:** The secretary will keep an accurate record (minutes) of the proceedings of all PTO meetings. The Secretary may be in charge of any mass mailings done by the PTO and may conduct correspondence of the PTO as authorized by the president or vice president. Will call roll at beginning of meeting and ensure member(s) present are recorded in minutes.

- E. **Past President:** This is the prior year President. The Past President's responsibilities are to provide guidance and support to the current President as requested. This position does not have to be held.

**Section 2. Committees.** The PTO may work on a committee structure where every activity is supported by a committee with a committee chair or co-chair(s). If the PTO is large enough to support many volunteers, then there could be a parent rep on the board that serves as the committee chair. In this case, the President may only need to work with all committee chairs.

- A. **Fundraising:** Reports to VP. Guides all fundraising activities for the PTO that has been approved. Recruit co-chairs as needed. Evaluates & researches future viability of fundraisers or possible new fundraisers.
- B. **Building Community:** Works with the President to support the teacher appreciation efforts such as teacher appreciation meals/week, conference meals in Fall and Spring, and bus driver appreciation week.
- C. **Enrichment & Grantwriting:** Oversees the process of bringing programming (Enrichment) into the schools to enhance the curriculum or approving purchases teachers want to make to improve their classrooms (Grant). With the school principal and surveying the teachers/staff to determine the best purchases that will enhance class curriculums and classrooms. When assisting individuals for field trips, the student must be receiving education assistance by the state. In certain circumstances, the serving board does have power at 2/3 vote to assist any student that they choose.
- D. **Social Media:** Oversees all social media platforms. The president and the Social Media Chair will hold the admin rights to the social media accounts. At the end of term, the admin rights need to be turned over to the next president and social chair.
- E. **Nominating:** If you're holding a formal election (as opposed to just recruiting your next officers informally), then you should prepare paper ballots for your election meeting along with the development of all annual Nomination Forms. The nominating committee will help to develop, communicate and evaluate clear policies and procedures for nominating and adjusting the bylaws as necessary. The job of the nominating committee is to promote the upcoming election, explain the requirements for the elected positions, accept nominations, and manage the actual election process. If the PTO is small, the nomination and election process can be handled by the current officers, as long as they sincerely attempt to be unbiased and open to new nominees. In most PTOs, self-nomination is the norm. If a member is nominated by someone else, the nominee must agree to the nomination before her name is put into consideration.

**Section 3. Nominations and Elections.** Nominations for Officers' positions shall be submitted at the last PTO meeting by the nominating committee. At this meeting, additional nominations may also be made by the PTO members. If more than one person is running for a particular office, a majority ballot vote shall be taken. Teachers & school administration are allowed to vote. One vote per household.

**Section 4. Eligibility.** Members are eligible for office if they are members in good standing at least 14 calendar days before the last PTO meeting.

**Section 5. Terms of Office.** Officers are elected for one year, July 1- June 30. Transition date is July 1<sup>st</sup>.

**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 will fill the vacancy through an election at the next regular meeting.

**Section 7. 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.

**Section 8. Compensation.** No officer shall be compensated by the PTO for their service.

**Section 9. Attendance.** Each officer shall attend the Executive board meetings and PTO meetings.

**Section 10. Contracts & Purchases.** No officer shall secure any contract in the name of the PTO without the approval to do so by vote of PTO members. Any approved purchases must be made within the budgetary restrictions.

**Section 11.** Each officer shall assist in the nomination of incoming chairpersons of the standing committees.

### Article V-Meetings:

**Section 1. Regular Meetings.** The regular meeting of the organization shall be held monthly during the school year. The dates of the monthly meetings are set at the beginning of the school year. Any changes to these dates due to school conflicts will be posted and emailed.

The annual meeting will be held at the May regular meeting. That meeting is for receiving final reports, electing officers, and conducting other business that should arise. The secretary will notify the current members or potential new members of the meeting in a flyer or email.

**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 5 days prior to the meeting, by flyer, email or phone.

**Section 3. Quorum.** The quorum shall be 2 members of the executive board.

**Section 4.** The newly elected executive board shall meet at least once between July 1<sup>st</sup> and the first PTO kick off meeting of the upcoming fiscal year for the purposes of preparing for the new year.

### 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 regular meetings, create standing rules and policies, create standing and temporary committees and prepare and submit financials.

**Section 3. Principal & Teacher Representative.** The principal acts as a liaison between the school and the PTO and ensures that all PTO activities are in accordance with school policies and procedures. The teacher representative acts as a liaison between the teachers and the PTO.

### Article VII-Committees:

**Section 1. Membership.** Committees may consist of members and officers, with the president acting as an ex officio member of all committees.

**Section 2. Standing Committees.** The following committees shall be held by the PTO: fundraising, building community, enrichment, grant writing, and nominating. The chairperson of these committees shall be elected annually. Elections will take place at the annual meeting. An officer will act as chair of up to two standing committees at a time.

**Section 3. Additional Committees.** The board may appoint additional committees as needed.

**Section 4. Contracts and Purchases.** No committee chair shall secure any contracts in the name of the PTO without the approval to do so by vote of the PTO.

### Article VIII-Finances:

**Section 1.** A tentative budget/financials shall be drafted in the fall for each school year and approved by vote.

**Section 2.** The treasurer shall keep accurate records of any disbursements, income and bank account information.

**Section 3.** The board shall approve all expenses.

**Section 4.** Authorized signers shall be President, VP, and treasurer.

**Section 5.** The treasurer shall prepare financials at the end of each school year.

**Section 6.** Reimbursement requests should be submitted to the PTO treasurer within 30 days of the incurred expense or by three weeks prior to the end of the fiscal year, whichever comes first, and must be accompanied by a receipt. All reimbursements must be pre-approved prior to making a purchase.

**Section 7.** Annual carry over amount in checking should be no less than \$5,000.00

**Section 8.** The fiscal year shall coordinate with the school year.

### Article IX-Parliamentary Authority:

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

### Article X-Standing Rules:

Standing rules may be created and approved by the board and the secretary shall keep a record of the standing rules for future reference.

### Article XI-Dissolution:

The organization may be dissolved with previous notice and a two-thirds vote of those present at the meeting. Upon the dissolution, 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 XII-Amendments:

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing prior to the meeting and then sent to the members of the PTO by the secretary. Notice may be given by mail or email. Amendments will be approved by a majority vote of those present, assuming a quorum.

### 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 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 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. An officer of the Executive board 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 as agreed upon by majority vote.

**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 member of the PTO 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.

**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.

I certify that I have read, understand and will comply with the MSMS PTO conflict of interest policy as stated and outlined in the bylaws.

Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_