Spring Trail Elementary P.T.O.

By-Laws

(Revised 1/16/2017)

(Revised 12/15/2019)

**Article I – Name**

The name of the organization shall be the Spring Trail Elementary PTO, Inc. Which will be referred to herein as “the Organization”.

**Article II – Purpose**

The purposes for which the Organization is organized are to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) including the following:

1. Promote communication between parents, teachers and community;
2. Encourage a positive, supportive atmosphere to enhance students educational and extracurricular experiences;
3. Coordinate parent volunteers;
4. Organize fundraisers;

**Article III – Basic Policies**

**Section 1.** The Organization is organized and shall be operated exclusively for the educational and charitable purposes described above and no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes listed above.

**Section 2.** The name of the Organization shall not be used for any reason not appropriately related to promoting the purpose of the Organization.

**Section 3.** The Organization shall not carry on any propaganda, or otherwise attempt, to influence legislation and 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. The Organization shall be noncommercial, nonsectarian and nonpartisan.

**Section 4.** The Organization shall refrain from being involved in the administration of the school; however, parents, guardians and teachers should be encouraged to share ideas concerning school policies.

**Section 5.** The Organization shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under the Section 501(c)(3) of the Code, or the corresponding provision of any future United State Internal Revenue Statute or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue Statute.

**Section 6.** The U-46 School District, herein referred to as “The District”, is not and will not be responsible for the Organization’s business or the conduct of its members.

**Section 7.** The Organization will protect its members by maintaining liability and bond insurance.

**Section 8.** The fiscal year shall be August 1st to July 31st to coincide with the Spring Trail Elementary School fiscal year.

**Article IV – Members**

**Section 1.** Any parent or guardian of a student at the school may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights.

**Section 2.** Dues will not be collected.

**Section 3.** All members may vote on all issues brought to a vote before the general membership. One vote per member.

**Article V – Officers and Elections**

**Section 1. Officers.** There shall be a minimum of three (3) officers including a president, secretary and one (1) treasurer. Additional officers can include two (2) vice presidents, one (1) additional secretary, one (1) additional treasurer, and PTO trustees. Officers shall attend a minimum number of general meetings, as defined in Operating Procedures, and be a member or chairperson of at least one (1) committee during their term.

1. **President.** The president shall preside over the 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.
2. **Vice President(s).** The vice president(s) shall assist the president and carry out the president’s duties in his or her absence or inability to serve.
3. **Secretary(s).** The secretary(s) 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.
4. **Treasurer(s).** The treasurer(s) shall 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. The treasurers shall also chair the Finance Committee whose purpose is to prepare the annual budget and present it to the Board for approval. The treasurer(s) are responsible for making sure that all federal and state required documents are filed yearly. When more than one treasurer is elected, each treasurer shall be responsible for either payable monies or receivable monies without overlap.
5. **Payables.** The payables treasurer shall keep an accurate record of receipts and expenditures and pay out funds in accordance with the approval of the executive board.
6. **Receivables.** The receivables treasurer shall receive all funds of the Organization and keep an accurate record of all deposits.
7. **Trustees.** The trustees shall create, coordinate and chair committees including, but not limited to: fundraising, marketing, family/community engagement, and operations. The number of trustees shall be determined based on Operating Procedures guidelines.

**Section 2. Nominations and Elections.** The nominating committee shall put forth at least one eligible candidate for each required position to be presented at the second to last meeting of the school year. At that meeting nominations may also be made from the floor. Consent of each potential candidate must be obtained before his or her name is placed in nomination. Elections will be held at the last meeting of the school year. Nominations may be made from the floor until a motion to close nominations is passed. If more than one person is running for an office a ballot vote shall be taken.

**Section 3. Eligibility.** In order to be eligible for nomination, a person must have a child registered at Spring Trail Elementary School, have had a child registered at Spring Trail Elementary School during the previous three hundred and sixty-five (365) days, or have a reasonable expectation of having a child registered at Spring Trail Elementary within the next three hundred and sixty-five(365) days as well as previous experience in having served on at least one committee during the school year prior to nomination. Nominees for president must have served as committee chairperson or officer on the board during the school year prior to nomination. Persons who are currently serving as board officers but have not met the requirements for their position will not be eligible for nomination.

**Section 4. Terms of Office.**  President and vice-president offices are elected for one year and may serve no more than three consecutive terms in the same office. Secretaries, treasurers, and trustees are elected for one year and have no consecutive term limits. Each person elected shall hold only one office at a time.

**Section 5. 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 6. 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 7. Resignation Office.**  Officers and trustees can resign from office with or without cause at any time. A resignation notice must be given via paper or email to the president and vice-president along with an effective date. Once resignation has been given, that person may not run again for at least one election cycle. The vacancy should then be filled via Section 5 of Article V.

**Article VI – Meetings**

**Section1. Regular Meetings.** The regular meetings of the Organization shall be on the second Monday of each month during the school year at 7 p.m., or at a time and place determined by the executive board with notification of the location and time given to the membership no later than twenty-four (24) hours prior to the meeting.

**Section2. Special Meetings.** Special meetings may be called by the president, any two members of the executive board, or a majority of the members.

**Section 3. Quorum.** The quorum shall be ten (10) members of the Organization.

**Article VII – Committees**

**Section 1. Membership.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees, with the exception of the nominating committee. Committee chairperson shall be appointed by the executive board and shall attend meetings as required.

**Section 2. Standing Committees.** The following committees shall be held by the Organization: Fundraising, Marketing, Family/Community Engagement, and Operations.

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

**Article VIII – 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.** The Organization will protect and maintain its own finances by arranging regular audits and obtaining a bond.

**Section 5.** The Organization will obtain its own Federal Employer Identification Number (FEIN) and keep such number on record with the school in which the Organization is affiliated with.

**Section 6.** The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

**Article IX – Dissolution**

The Organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting with assets to be distributed according to federal and state law.

**Article X – Amendments**

The By-Laws may be altered, amended or repealed and new By-laws may be adopted by an affirmative vote of two-thirds of the Board Members present and voting at any meeting of the Board. If the Organization is in auto-revocation status by the Internal Revenue Service, the Organization’s authorized representative (usually a board member, but can also be an outside professional) may alter the By-Laws to apply for reinstatement, retroactive or otherwise. The resulting By-Laws should be materially the same and all board members should be notified that there have been amendments, given a copy of the new By-Laws, and afforded a chance to request additional amendments. The new By-Laws will be effectively adopted, as a matter of law, as of the reinstatement date provided by the Internal Revenue Service.

**Article XI – Standing Rules**

Standing rules may be approved by the Executive Board and the secretary shall update or amend the Organizations Operating Procedures with a record of the standing rules for future reference. A copy of the Operating Procedures shall be made available to members.

**Article XII – Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict-of-interest policy is to protect the 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.**

1. Interested Person. Any director, principal officer or member of a committee with governing board-delegated powers who has direct or indirect financial interest, as defined below, is an interested person.
2. 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 or indirect remuneration as well as gifts or favors that are not insubstantial.
		1. 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.**

1. **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.
2. **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.
3. **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.
4. **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 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:

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 the proceedings.

**Section 5. Compensation.**

1. 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.
2. 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.
3. 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 understand 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:

1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm’s length bargaining.
2. 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.