

**Sandy Ridge Elementary PTO, INC.**

**Adopted 8/14/2020**

**Article I – Name**

The name of the Organization shall be the Sandy Ridge Elementary PTO.

**Article II – Purpose/Mission**

The Organization’s mission is to promote the well-being of Sandy Ridge Elementary School’s students, staff, parents, guardians, and school by (1) providing volunteer assistance and funding to support Sandy Ridge Elementary, and (2) planning and organizing fundraising, enrichment, and community activities and events.

**Article III – Membership and Dues**

Section 1. Any family member or guardian of a student attending Sandy Ridge Elementary may be a member of the Sandy Ridge Elementary PTO and shall have voting rights. Any member of the Sandy Ridge Elementary School staff may be a member of the Sandy Ridge Elementary PTO and shall have voting rights.

*Section 2.* Dues, if any, will be established annually by the Executive Board. A member must have paid the member’s dues at least five (5) calendar days before the meeting to be considered a member in good standing with voting rights at that particular meeting. Financial hardship will not bar membership. If a prospective, eligible member of the Sandy Ridge Elementary PTO has a financial impediment to paying dues, the prospective, eligible member should contact the Sandy Ridge Elementary School guidance counseling office for assistance. No prospective, eligible member of the Sandy Ridge Elementary PTO will be denied membership for financial inability to pay dues.

**Article IV – Officers and Elections**

Section 1. Officers. The Organization’s officers shall be President, Vice President(s), Secretary, Treasurer, and Historian. In addition to the duties listed below, each officer will also perform other duties as required by the Organization. For one-year terms, officers will serve from July 1st to the subsequent June 30th. For two-year terms, officers will serve from July 1st until June 30th two years later. No officer shall serve in more than one Executive Board position at the same time.

- a. President. The President shall preside over meetings of the Organization and Executive Board, serve as the primary contact for the Sandy Ridge Elementary 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.
- b. Vice President(s). The Vice President(s) shall assist the President and carry out the President's duties in the absence of the inability to serve. Vice President(s) shall also oversee the committees, communications and Fundraising/Sponsorship of this Organization.
- d. Secretary. The Secretary shall keep all records of the Organization, record meeting minutes, prepare meeting agendas, receive, send, and maintain correspondence, and send notices of meetings to the membership. The Secretary also shall keep a copy of the minutes, book, bylaws, rules, membership list, and any other necessary supplies, and bring them to meetings, as appropriate. All minutes from general meetings shall be posted to the PTO website or otherwise made available to the Organization's general membership.
- e. Treasurer. The Treasurer shall receive all funds of the Organization, keep an accurate record of receipts and expenditures, and disburse funds with the approval of the Executive Board. The Treasurer will present a financial statement at every Executive Board and general membership meeting and at other times of the year when requested by the Executive Board, and make a full financial report at the end of the year. The Treasurer will ensure that all financial and tax filings are made. The Treasurer will post proposed and approved budgets on the PTO website or otherwise made available to the Organization's general membership.
- f. Historian. The Historian shall act as an advisor to the President and Executive Board. This position shall be held by the previous year's President. The Historian shall keep records of the past responsibilities of the Board.

*Section 2. Eligibility.* Members are eligible for an officer position provided that they are members in good standing at least fourteen (14) calendar days before the election.

*Section 3. Nominations and Elections.* Officer elections will be held at the last regular meeting of the school year. Notice of this meeting must be given at least fourteen (14) days prior to the meeting. If a slate is to be presented at the meeting, the slate shall be presented fourteen (14) days prior to the meeting. A quorum of at least twenty (20) members in good standing is required elect officers. At the meeting, nominations may be made from the floor. Voting shall be by voice vote if a slate is presented. If there are multiple candidates for an office, a ballot vote shall be taken. The positions that will be voted upon are President, Vice President(s), Secretary, and Treasurer. The President will automatically fill the role of Historian the following year. A majority vote is required to elect an officer. No proxy ballots are permitted. Electronic voting may be permitted upon majority vote of the Executive Board.

*Section 4. Terms of Office.* Officers are elected for one year with a term starting on July 1st after the election and continue for that fiscal year until the subsequent June 30th or until a successor is elected and ready to take office. An officer may serve no more than two (2) consecutive terms in the same office unless approved in a special election. A President may not participate in such a special election and may never serve more than two consecutive years.

*Section 5. Removal from Office.* Officers may be removed from office with or without cause by a two-thirds vote of those present, assuming a quorum of twenty (20) members in good standing, at a regular meeting where at least three (3) days previous notice has been given.

## **Article V – Meetings**

*Section 1. General Meetings.* There will be a minimum of one (1) general meetings of the Organization at the beginning of the year to vote on the budget for the year. Additional meetings will be determined by the Executive Board. All members of the Sandy Ridge Elementary PTO may attend general meetings.

*Section 2. Special Meetings.* Special meetings may be called by the President, any two (2) members of the Executive Board, or 5 (five) general members submitting a written request to the Secretary. Prior notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting. *Section 3. Quorum.* The quorum shall be twenty (20) members of the Organization.

*Section 4. Notification of Meetings.* Notification of meetings shall be announced on the PTO website, or otherwise made available to the Organization's general membership, at least five (5) days prior to any meeting.

## **Article VI – Executive Board**

*Section 1. Membership.* The Executive Board shall consist of the officers of the Organization, members-at-large, and the Principal of Sandy Ridge Elementary.

*Section 2. Duties.* The duties of the Executive Board shall be to transact business between meetings in preparation for the general meetings, 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 Executive Board meetings shall be held a minimum of four (4) times during the school year at a time and place to be determined by the board. There shall also be at least one meeting in August with the time and place to be determined by the board. Special Executive Board meetings may be called by any two board members with 24-hours' notice. Executive Board meetings shall be attended by members of the Executive Board. Additional attendees may attend an Executive Board meeting at the invitation of a member of the Executive Board.

*Section 4. Quorum.* Half the number of Executive Board members plus one (1) constitutes a quorum.

### **Article VII – Committees**

Section 1. Membership. Committees may consist of general members and board members, with the President acting as an ex officio member of all committees.

Section 2. Standing Committees. Standing committees shall be those deemed necessary for the preservation and well-being of the Organization.

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

### **Article VIII – Finances**

Section 1. A tentative budget shall be drafted in Spring for the following school year. The final budget will be presented and approved at the final regular membership meeting of the school year by a majority vote of the members present. Each year will have a new budget.

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

Section 3. All expenses of the Organization must be approved by at least two members of the Executive Board. All expenses in excess of \$1,000 require approval by the majority of the Executive Board.

Section 4. Two authorized signatories shall be required on each check over the amount of \$200. At least three (3) Executive Board members shall be authorized signatories.

Section 5. The Treasurer shall prepare a financial statement every quarter, to be reviewed by the standing Audit Committee or an approved financial professional.

Section 6. The budget year and fiscal year will begin annually on July 1st and end on June 30th of the subsequent year.

Section 7. Upon dissolution of the Organization, any funds will be used to pay any outstanding bills and then, any and all assets shall be distributed for one or more exempt purposes within the meaning of I.R.S. § 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the local, state, or federal government for a public purpose. Any such assets not so disposed of shall be distributed by the Superior Court of Union County exclusively for such purposes or to such Organizations, such as the court shall determine, that are organized and operated exclusively for such purposes, or to such governments for such purposes

### **Article IX – Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the Organization's bylaws or any other special/ standing rules.

### **Article X – 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 XI – Dissolution**

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

### **Article XII - Amendments**

These by-laws may be amended by a two-thirds vote of the members present at the general meeting provided that a copy of the proposed amendments has been made available to every member thirty (30) days prior to adoption of the proposed amendments.

### **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 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:

- 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. 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.

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 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:

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 Board's 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 that 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.