

BYLAWS OF CENTENNIAL ELEMENTARY PTO INC.

ARTICLE I NAME

1.1 The name of the organization shall be Centennial Elementary PTO Inc.

ARTICLE II PURPOSE

2.1 The corporation is organized for the purpose of supporting the education of children at Centennial Elementary by fostering relationships among the school, parents, and teachers.

ARTICLE III MEMBERS

3.1 Any parent, guardian, or other adult standing in loco parentis for a student at the school may become a member and shall have voting rights upon membership. The principal, members of the school staff, and any teacher employed at the school may be a member and have voting rights upon membership.

3.2 Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

ARTICLE IV OFFICERS AND ELECTIONS

4.1 **Officers.** The officers shall be the president, president elect, vice president fundraising, vice president social media, treasurer, assistant treasurer, and secretary.

a. **President.** The president shall create the agenda and 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, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. **President Elect.** The president elect shall work closely with the President and shall assume the President's responsibilities for the following school year. The President

Elect shall purchase gifts and ensure delivery for office staffs birthdays, recognition weeks, and teacher of the year. Additionally, the president elect shall assist the president and carry out the president's duties in his or her absence or inability to serve.

c. **Vice President Fundraising.** The vice president fundraising shall work together with all fundraising chairpersons throughout the year and provide the Officers with information regarding all fundraising activities.

d. **Vice President Social Media.** The vice president membership/social media shall lead activities to promote and encourage PTO Membership. The vice president will gather all membership information at various points throughout the year and keep records of all members and payments. This person will also send out timely periodic communications to the Members as needed, and be responsible for the upkeep of the <http://CentennialPTO.org> website, our Centennial PTO Facebook page, Instagram, and any other additional social media channels added in the future by Board approval. In addition, the vice president will also be responsible for keeping the Centennial Store on the website current and up to date.

e. **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. The Treasurer will work together with the Assistant Treasurer to ensure solid transition of all accounts and procedures.

f. **Assistant Treasurer.** The assistant treasurer shall assist the treasurer and carry out the treasurer's duties in his or her absence or inability to serve. The assistant treasurer will assume the duties of the Treasurer the following school year.

g. **Secretary.** The secretary will attend and keep record of all PTO Board and General meetings throughout the year, keep PTO calendar up-to-date, and be responsible for weekly correspondence/newsletter with principal.

4.2. **Nominations and Elections.** Elections will be held at the second to last meeting of the school year. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken. The nominating committee chairperson shall be the President Elect. The members of the nominating committee shall be the members. Upon nominations, all members must sign the Centennial PTO code of conduct provided to them.

4.3. **Eligibility.** Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate. They must

have previously served on a PTO committee at Centennial, but exceptions may be made at the discretion of the board.

4.4. **Terms of Office.** Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office.

4.5 **Vacancies.** If there is a vacancy in the office of president, the president elect will become the president. If there is a vacancy in the office of treasurer, the assistant treasurer will become the treasurer. At the next regularly scheduled meeting a new vice president or assistant treasurer 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.

4.6. **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.

ARTICLE V MEETINGS

5.1. **Regular Meetings.** The regular meeting of the organization shall take place at least bi-monthly at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The membership chairmen will notify the members of the meetings through social media and other electronic communications at least one week prior to the meeting.

5.2. **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. Notice of the special meeting shall be sent to the members at least 5 days prior to the meeting, by social media and other electronic communications.

5.3. **Quorum.** The quorum shall be 10 members of the organization.

ARTICLE VI EXECUTIVE BOARD

6.1. **Membership.** The Executive Board shall consist of the officers, and the principal.

6.2. **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. All officers shall volunteer at all PTO sponsored events and fundraisers unless previous arrangements have been made.

6.3. **Meetings.** Regular meetings shall be held monthly, on the same day and 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.

6.4. **Quorum.** Half the number of board members plus one constitutes a quorum.

ARTICLE VII COMMITTEES

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

7.2. **Creation and Chairpersons.** Committees will be created by the Board as needed to handle the various activities of the PTO. Chairpersons shall be appointed by the Board.

ARTICLE VIII FINANCES

8.1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

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

8.3. The board shall approve all expenses of the organization.

8.4. Two authorized signatures shall be required on all checks. Authorized signers shall be the president, treasurer, and principal.

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

8.6. 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 and shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

8.7. The fiscal year shall begin each year on July 1st and end on June 30th of the following year.

ARTICLE IX
PARLIAMENTARY AUTHORITY

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

ARTICLE X
STANDING RULES

10.1 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

11.1 The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII
AMENDMENTS

12.1 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 or e-mail. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XIII
CONFLICT OF INTEREST POLICY

13.1. **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 non-profit and charitable organizations.

13.2. 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.

13.3. 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 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.

13.4. 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.

13.5. **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.

13.6 **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.

13.7. **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.

13.8. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 13.7, 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.

Amended 04/29/2022