

Richland Elementary Parent Teacher Organization – Constitution and Bylaws

Signature of President

Date

Signature of Vice President

Date

Article I – Name

The name of the organization shall be the Richland Elementary Parent Teacher Organization.

Article II – Purpose

The corporation is organized for the purpose of supporting the education and well-being of children and their recreational and social experience at Richland Elementary School by fostering relationships among the school, parents, and teachers and providing funding, organization and support for enrichment programs and activities.

Article III – Membership

Section 1. General Membership. Any parent, guardian or teacher may be a member, be eligible to hold office and have the right to vote for officers.

Section 2. Voting Membership. The voting membership for the conducting of business of this organization shall be the Executive Board as voted on by the general membership.

Section 3. Principal. The principal shall be invited to all meetings and shall serve in a consulting capacity only. The principal has the right to vote for officers, but may not hold office. Events planned shall be consulted with the principal.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a president, vice president, secretary, and treasurer. In addition to the duties listed below,

each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

a. 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 and coordinate the work of all the officers and committees so that the purpose of the organization is served. The president shall vote only in the case of a tie in a vote of the Executive Board or the general membership.

b. Vice President. The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve, and perform such other duties as assigned by the president or Executive Board.

c. Secretary. The secretary 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, constitution and bylaws, membership list, and any other necessary supplies, and brings them to meetings.

d. 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. The treasurer 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.

Section 2. Eligibility. Any member of the PTO is eligible to hold office.

Section 3. Nominations and Elections. Elections will be held at the second to last meeting of the school year. Any member may nominate a candidate for any office prior to two weeks before the election. The Executive Board shall confirm nominees' willingness to serve. The secretary will notify the membership of the nominees two weeks prior to the election. Voting shall be by voice vote if only one person is running for an office. If more than one person is running for an office, a ballot vote shall be taken. General members who are not able to attend the meeting where the election takes place may vote by paper ballot. Paper ballots will be available in the school office.

Section 4. Terms of Office. Officers are elected for one year, from July 1 to June 30. The same person may be elected to the same office but may not hold said office for a period exceeding four consecutive years. An exception may be made if the incumbent is the only person nominated for an office. New officers shall be installed by the outgoing president.

Section 5. 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 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.

Article V – Meetings

Section 1. Regular Meetings. The regular meetings of the organization shall be determined by the Executive Board prior to the school year and communicated to the membership. For a change in the schedule of regular meetings, there shall be a notice to membership of the change within three days after the meeting at which the change is made.

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 18 hours before the meeting, by electronic communications, in accordance with Michigan's Open Meetings Act.

Section 3. Notification of Meetings. The secretary will notify the members of the meetings via email at least three days prior to the meeting.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the president, vice president, treasurer and secretary.

Section 2. Duties. The duties of the Executive Board shall be to discuss business between meetings in preparation for regular meetings, create standing rules and policies, create and assign committees, prepare and submit a budget to the membership, approve routine bills, prepare reports and recommendations to the membership and prepare a calendar of events for the school year in conjunction with school staff.

Section 3. Quorum. Half the number of Executive Board members plus one constitutes a quorum.

Section 4. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board may be taken

without a meeting if a majority of the members of the Executive Board consent in writing to take the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Executive Board.

Section 5. Conduct. The Richland Elementary Parent Teacher Organization and the Executive Board shall maintain a non-partisan position. The organization may provide opportunities to educate its members but shall not lend support to any candidate or issue.

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. The president selects chairpersons for committees.

Section 2. Establishing Committees. The Executive Board may appoint committees as needed.

Article VIII – Finances

Section 1. A tentative budget shall be drafted prior to the new school year and approved at the first meeting of the year by the Executive Board.

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

Section 3. The Executive Board shall approve all expenses of the organization.

Section 4. The treasurer shall prepare a financial statement at the end of the year to be reviewed by the Executive Board.

Section 5. The Executive Board shall have the power to transact business on behalf of the Richland Elementary Parent Teacher Organization between regular meetings and have the authority to approve appropriation

requests up to \$1,000 with a majority consensus of the action.

Section 6. The fiscal year shall be July 1 to June 30.

Section 7. Upon the dissolution of the organization, any remaining funds should be used exclusively for exempt purposes to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

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 (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XII – Bylaws and Amendments

Bylaws may be adopted or 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 email, hard copy, or posted online. Amendments will be approved by a majority vote of the Executive Board, 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 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 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:

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 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.