

Buxton Center Elementary School PTO BY-LAWS

ARTICLE I: NAME

Association name: Buxton Center Elementary School Parent-Teacher Organization (BCES PTO) hereafter referred to as the organization or PTO.

ARTICLE II: MISSION and PURPOSE STATEMENT

Section 1: Mission Statement

The PTO is a community of parents, teachers, students and support staff who have joined together to educate and nurture the children of the citizens of Buxton. The PTO is an organization whose sole purpose is to lend its energy, talent and time to improve the quality of the community's education. It has been established so that teachers and parents can work together to make the community more effective in reaching its educational goals.

Section 2: Purpose Statement

This corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

We are organized to:

1. Promote and increase family involvement in the educational system and in PTO activities.
 - Increase public awareness of PTO activities.
 - Showcase children's school efforts to increase community pride and children's sense of accomplishment.
2. Supplement the educational experiences of our children by offering art and enrichment programs and to support special projects within and outside of the classroom.
3. Act as a resource for parents, educators and students.
 - Provide community with motivational and informative seminars.
 - Inform parents by sponsoring reviews of child-based activities, programs and materials.

ARTICLE III: LIMITATIONS

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes as required by the Treasury Regulations Section 1.501(c)3-1(b).
2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: MEMBERSHIP

The membership of this PTO includes any and all members of the Buxton community, parents and staff of SAD#6, donors, and others who are interested in improving and making our community more effective in reaching its educational goals. This is without regard to race, color, creed, sexual or gender identification, or national origin. Community members, parents, staff, and donors are urged to attend meetings and participate in decision making through dialog and discussion. All opinions will be valued and taken into consideration by and for the Board of Directors to vote upon.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Number of Directors

There shall be no less than 4 and no more than 10 members of the board.

Section 2: Board Members and Elections

1. The officers of this association shall consist of President, Vice President, Treasurer and Secretary.
2. Officers and other board members shall be elected at the annual meeting in the month of May. Officers may also be elected from time to time as deemed necessary to fill a vacancy.
3. Officers and board members shall assume their official duties once elected and shall agree to serve for a term of one year.
4. The Board of Directors has sole responsibility for governing and decision making for the organization.

Section 3: Board Responsibilities

Each board member shall read, understand, and sign a copy of the by-laws.

Each board member shall attend meetings regularly.

Board members may be dismissed from the board after **three** unexcused absences.

When a conflict arises with a board member or between board members that affects the efficient or appropriate operations of the organization, it shall be resolved through the following process:

1. A committee shall be appointed to discuss the matter with the/or each board member involved with the conflict.
2. The committee may decide to resolve the conflict through a formal conflict resolution process if the conflict cannot be resolved between or with the party/parties.
3. If a resolution cannot be made from such discussions, the board may dismiss any or all board members for failure to resolve the conflict by a majority vote at a regular meeting.

ARTICLE VI: OFFICERS

Section 1: President

- Presides at PTO meetings.
- Presides at Executive Committee meetings.
- Assures that all PTO by-laws are followed.
- Maintains an open line of communication between the home, school and community.
- Coordinates efforts and endeavors with the Supervising Principal.
- Works with and oversees Treasurer to ensure fiscal transparency and responsibility.
- Shall be the second signatory for all bank and other financial accounts.
- Oversees all general operations and communicates regularly with all board officers.

Section 2: Vice President

- The Vice President shall perform the duties of the President in his/her absence.
- The Vice President shall act as an aide to the President and carry out any details requested of him/her from the President.
- Regularly attends PTO meetings and Executive Committee meetings.

Section 3: Secretary

- Records and maintains the minutes of all PTO meetings.
- Summarizes the minutes of the PTO meetings and submits them to the Board of Directors via email within seven days of the PTO meeting.
- Regularly attends all PTO and Executive Committee meetings.

Section 4: Treasurer

- Will keep a full, timely, and accurate account of all receipts and expenditures.
- Presents an updated report of PTO funds at all PTO meetings.
- Presents a written report of expenditures and funds quarterly and for the fiscal year the month following the end of the fiscal year.
- Provides individuals with adequate funds to accomplish approved activities and events. (This must be approved by the Board of Directors by majority vote first.)
- Regularly attends PTO meetings and Executive Committee meetings.
- Works with Executive Committee to create annual budget based on past year's expenditures and future needs.
- Upon leaving office will review all records and receipts with the President for approval, before they are passed to new Treasurer.

ARTICLE VII: COMMITTEES

Section 1: The Executive Committee shall consist of the four officers of the PTO. The Executive Committee will oversee day-to-day operations of the organization, governance, and determine specific duties for each office in compliance with Article VI.

Section 2: Committees and ad-hoc committees may be formed to oversee specific project or board work, conflicts, research, or other issues as deemed necessary by the board or Executive Committee. Committees may be dissolved by majority vote of the Board of Directors at a regular meeting.

ARTICLE VIII: MEETINGS AND VOTING

Section 1: Regular Meetings

The Board of Directors will meet monthly and the dates of those meetings will be communicated to the community and are open to the public. The Executive Committee will meet more if deemed necessary.

Section 2: Special or Emergency Meetings

Special meetings may be called by the Executive Committee, with notice provided to the Board of Directors at least one week prior. Emergency meetings may be called with the approval of the Executive Committee, and all of the Board of Directors must be notified at least 24 hours in advance by phone.

Section 3: Quorum

The presence of five members of the board at any meeting shall constitute a quorum necessary for the transaction of the organization's business.

Section 4: Majority Votes

A majority vote of the quorum at any meeting shall be required for any expenditure to occur.

Section 5: Attendance by Phone

Meetings may be held from time to time by conference call. Votes will be acknowledged by nays and yeas, clarified by the Secretary before the vote is final. The Board of Directors may call in via speaker phone to participate in the board meeting and may vote by nay or yea clarified by the Secretary before the vote is final.

Section 6: Voting by Email

Board members may vote by email on simple matters not considered controversial, requiring discussion, or for expenditures not over \$500.00.

ARTICLE IX: FINANCES

Section 1: Budget

- The Board of Directors of the PTO shall establish an operating budget for the organization. This amount shall be voted upon before the start of the new fiscal year in July.
- The Executive Committee will meet in June to plan the financial goals and expenditures and review the budget for the PTO for the upcoming year. The Board will vote on the final budget prior to the start of the new fiscal year.
- The Board will routinely meet to discuss the various proposals of money expenditures from the administration and teachers. The board will also review and revise the process for written proposals as needed.
- The Board recognizes as one of its primary duties the financial health and transparency of the organization.

Section 2: Dissolution Clause

- No part of the net earnings or assets of the PTO, on dissolution or otherwise, shall inure to the benefit of any individual, including any Board member of the PTO.
- Upon dissolution of this organization, after paying and adequately providing for the debts and obligations of this PTO, the remaining assets shall be distributed to Buxton Center Elementary School (BCES). If BCES and other Buxton schools cease to exist, remaining PTO assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 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 public purposes.

Article X: CONFLICT OF INTEREST

Section 1: Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt organization's (Buxton Center Elementary School Parent/Teacher Organization hereafter called "Organization") 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 a 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;
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. 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 Article X, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate 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 or 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 the committees with governing board delegated powers 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 if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest –

a. 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.

b. 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.

c. 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.

d. 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 arrangements 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 Conflicts of Interest Policy –

a. 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.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines 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 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 Statement

Each director, principal officer and member of a committee with governing board powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflict of interest policy,

b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure 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, based on competent survey information and 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 in an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided by Article X, Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Article XI: INDEMNIFICATION

Unless otherwise prohibited by law, the organization may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The organization may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the organization would have the power to indemnify the person against that liability under law.

ARTICLE XII: AMENDMENTS

Section 1: These By-laws may be amended at a regular or special meeting of the organization provided notice has been given at the previous meeting.

Section 2: A committee will review these by-laws annually. After review, any recommendations shall be presented to the Board for discussion and vote.

ARTICLE XIII: BY-LAWS and CONFLICT OF INTEREST AGREEMENT

As outlined in the By-laws and Conflict of Interest Policy (Article X) each Board member, building principal and member of a committee with governing board powers shall annually sign a statement which affirms such person:

- e. Has received a copy of the By-laws,
- f. Has read and understands all articles contained in the By-laws,
- g. Has agreed to comply with the By-laws, and
- h. Understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

By signing this form you are indicating your acknowledgement and agreement of the By-laws and commit to make all governing decisions of the organization by following the working and intent of the policy as deemed appropriate by the Board of Directors.

Printed Name:

Date:

Signature: