

Bylaws of the
Crocker/Riverside Parent Teacher Organization, Inc.

Revised as of August 20, 2019 and Adopted August 29, 2019.

Article I - Name

The name of the organization shall be the Crocker/Riverside Parent Teacher Organization, Inc. (hereinafter referred to as Organization).

Article II - Purpose

The corporation is organized for the purpose of supporting the education of children at Crocker/Riverside Elementary School.

Article III - Members

Section 1. Membership. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal, staff, and any teacher employed at the school may be a voting member and shall have voting rights.

Section 2. Dues. Dues, if any, shall be established by the Executive Board. If dues are charged, a member must have paid his/her/their dues before being considered a member in good standing with voting rights.

Article IV - Officers, Other Executive Board Members, Committee Chairs; Elections

Section 1. Officers. The officers shall be the President, Vice President, Secretary, and Treasurer.

- a. **President.** The President shall preside over meetings of the Organization and Executive Board, serve as primary contact for the Organization, act as Organization representative, serve as an ex officio member of all committees and conduct all duties not otherwise denominated that serve the purpose of the Organization.
- b. **Vice President.** The Vice President shall assist the President and carry out the duties of the President in his/her/their absence or inability to serve.
- c. **Secretary.** The Secretary shall keep all records of the Organization, take and record minutes, prepare the agenda in consultation with the President, and perform other duties that serve the purpose of the Organization. The Secretary shall also keep a copy of the minutes book, bylaws, and any other Organization document(s) so designated and shall make such documents easily accessible to all members of the Organization.
- d. **Treasurer.** The Treasurer shall keep the receipts and expenditures of the Organization and pay out funds in accordance with these bylaws or a policy adopted by the Executive Board and/or other specific approval of the Executive Board. With approval of the Executive Board, some or all of such duties may be delegated to a professional treasurer with oversight by the Treasurer. The Treasurer will present the financial statements at every meeting of the Executive Board and the Organization, and when otherwise requested. The Treasurer shall present for approval a full financial report at the last meeting of the Organization or Executive Board each school year.
- e. **Committee Chairs/Other Executive Board Members.** At or before the May Executive Board Meeting each year, the Executive Board will determine how many

committee chairs (“Committee Chairs”) and other Executive Board members (“Other Executive Board Members”) will be necessary for the upcoming school year so that those positions can be filled during the regular elections.

Section 2. Nominations and Elections. The Executive Board shall broadly solicit volunteers from the entire Organization for each Officer position, each Committee Chair position, and each Other Executive Board Member position. The Executive Board slate shall be posted at the school, on the PTO website, and through all applicable social media at least 5 days before balloting opens. If a candidate who does not appear on the slate wishes to be considered for a position on the Executive Board, the candidate must contact a member of the Executive Board prior to commencement of the balloting period to be included as a candidate for the position in all places the slate is posted. Elections will be held for one week and during the same week as balloting for School Site Council. To the extent permitted by state law, the ballots will be consolidated so that the slates for both School Site Council and the Executive Board appear on the same ballot. If state law does not so provide, separate ballots and ballot boxes will be made available. All ballots and ballot boxes will be held and made available in the school office and during at least one (1) evening event on the school site during the week of balloting. To the extent that online balloting is or becomes feasible for reasonably secure balloting, it will be made available.

Section 3. Eligibility. Members are eligible for office if they are members in good standing for at least 14 calendar days before the slate is presented.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office. 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 immediately assume the duties of President. At the next scheduled Organization meeting, a new Vice President will be elected. If there is a vacancy in any other office, a member shall be appointed by the Executive Board until the next regular election.

Section 6. Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present and a quorum established at a regular meeting where notice has been previously given.

Article V - Meetings

Section 1. Regular Meetings. Regular meetings of the Organization shall be held at the call of the Executive Board with notice of at least one month. At least two (2) regular meetings must be held each school year.

Section 2. Annual Meeting. The Annual Meeting will be held no later than June for the purpose of receiving year end reports, electing and/or announcing Officers, Other Executive Board Members and Committee Chairs, and conducting any other business. A meeting notice will be posted one month in advance of the meeting.

Section 3. Special Meetings. Special meetings may be called by the President, any two (2) members of the Executive Board, or five (5) general members through a written request to the Secretary. Notice of the meeting shall be posted ten days prior to the meeting.

Section 4. Quorum. A quorum shall be eight (8) members of the Organization.

Section 5. Voting. A majority vote of the voting member quorum shall be required for all actions to be taken by the Organization. Voting may take place at a properly called regular or special meeting. When using “e-vote” proceedings, the items to be voted on must be posted to the school website with information regarding when the vote will close. Approval of the Organization shall be required with respect to: approval of the annual budget of the Organization, any matter affecting the voting rights of the members of the Organization, any action to dissolve the Executive Board, the incurrence of any debt on behalf of the Organization or encumbering of any assets of the Organization and/or any expenditure exceeding 10% of the Organization’s annual budget. All other actions of the Organization may be undertaken by the Executive Board in accordance with Article VI below.

Article VI - Executive Board

Section 1. Membership. The Executive Board shall consist of the officers, principal, Committee Chairs, Other Executive Board Members (which may include up to 3 members at large) and at least two teacher representatives.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for regular 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 for the membership.

Section 3. Meetings. Regular meetings of the Executive Board shall be held monthly on dates and at times to be determined by the Executive Board. Regular meetings may offer a telephonic or real time display for anyone who wishes to attend remotely. Special meetings may be called by any two board members with 24 hours notice. A special meeting may include an online electronic vote or “e-vote”.

Section 4. Quorum. Half the number of Executive Board members (to the extent such positions are then filled) plus one constitutes quorum.

Section 5. Voting. Unless otherwise specifically set forth in these bylaws or a policy or rule adopted by the Executive Board, a majority vote of the Executive Board members present shall be required for all actions to be taken by the Executive Board. Voting may take place at a properly called regular or special meeting or as otherwise set forth in Section 3 of this Article VI. When using “e-vote” proceedings for an Executive Board vote, the vote must be held open for at least one week, all members of the Executive Board must be contacted at the official email address on record, and at least fifty percent (50%) plus one (1) member of the Executive Board must vote on each question presented. The Secretary will record each vote and include it in the minutes.

Article VII - Committees

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

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

Article VIII - Finances

Section 1. An annual budget shall be prepared by the Treasurer and approved by the Organization in accordance with the Operating Policies. Amendments to the budget shall be approved by the Executive Board in accordance with the Operating Policies.

Section 2. The Treasurer (or his/her designee pursuant to Article IV. Section 1.d) shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The Executive Board shall approve a policy governing the process for submitting, approving and paying all expenses of the Organization. All changes to the policy shall be approved by the Executive Board.

Section 4. The Treasurer (or his/her designee pursuant to Article IV. Section 1.d) shall prepare a financial statement at the end of the year, to be reviewed by those members of the Executive Board (or designees) responsible for auditing functions.

Section 5. Upon the dissolution of the Organization, any remaining funds should be used to pay any outstanding bills and with the Organization's approval, spent for the benefit of the school.

Section 6. The fiscal year shall coordinate with the school year.

Section 7. All financial matters and transactions relating to the Organization (including receipts and disbursements) shall be subject to audit in accordance with the Operating Policies, which audits shall be performed by designated members of the Executive Board, an auditing committee if one is established, or a third party to which the Executive Board has delegated such auditing responsibility.

Article IX - Parliamentary Authority

Robert's Rules of Order, when not in conflict with the Organization's bylaws, shall govern meetings.

Article X - Standing Rules and Policies

Any standing rules and/or policies (and amendments thereto) shall be approved by the Executive Board, and the Secretary shall keep a record of the standing rules and/or policies 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 a regular or special meeting.

Article XII - Amendments

These bylaws may be amended at any regular or special meeting of the Executive Board, and any such amended bylaws shall be deemed effective until such time as the Organization approves/disapproves such amended bylaws. Notice of such bylaw amendments shall be posted at the school, on the PTO website, and through all applicable social media (with copies of the proposed changes available in the school office) at least 5 days prior to a vote of the Organization. Amendments will be initially approved by a two-thirds vote of those present at an Executive Board meeting, assuming a quorum and ultimately approved by a two-thirds vote of the members present at a meeting of the Organization, assuming a quorum.

Article XIII - Conflict of Interest Policy

Section 1. Purpose. The purpose of the Conflict of Interest Policy is to protect the Organization's tax-exempt status when the Organization is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Executive Board 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.** An interested person is any elected officer or Committee Chair or Other Executive Board Member or committee member with Executive Board-delegated powers who has a direct or indirect financial interest as defined below.
- 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 reimbursement 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 if the Executive Board 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 Executive Board and members of committees with Executive 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/they shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted on. The remaining Executive 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 Executive Board or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of and vote on the transaction or arrangement involving the possible conflict of interest.

- ii. The President or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Executive 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 Executive Board or committee shall determine by a majority vote of the disinterested members 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 Executive Board or committee has a 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 Executive 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 Executive Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have had 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 Executive Board 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 Executive 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 Executive 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 officer, Committee Chair, Other Executive Board Member and member of a committee with Executive 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 benefits, 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 advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that the periodic reviews are conducted.