

The Mount Washington School Parent Teacher Organization Bylaws

Approved 6/9/2021

Article I – Name

The name of the organization shall be The Mount Washington School Parent Teacher Organization, Inc.

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at The Mount Washington School by activities that promote the growth, development, and welfare of the students; supplement educational, cultural, and social programs offered by the school system; keep parents informed about school policies, finances, resources, and educational issues; encourage a sense of community among its members; augment the educational resources and supplies provided by the school system; express the position of parents on issues affecting the educational programs; address city, state, and national educational issues; engage in all other appropriate activities consistent with these goals.

Article III – Members

Section 1. A. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member (“Parent Membership”). The principal and any teacher or administrator employed at the school is a member (“Faculty Membership”). If a person is both a parent as well as being employed at the school, that person shall be entitled to only one membership.

B. A voting member is defined as a parent or faculty member, as defined in Section 1A, who has paid membership dues.

Section 2. Dues will be established by the Executive Board in advance of each school year. A member must have paid his or her dues at least 14 calendar days before the meeting to be considered a Voting Member in good standing with voting rights. When a parent pays dues, he/she must give the PTO a valid email address. The PTO will compile this contact information.

Article IV – Officers, At-Large Executive Board Members and Elections

Section 1. Officers. The officers shall be a President, President-Elect, Secretary, and Treasurer (and co-Treasurer if any). All shall be eligible to be members of the organization for the school year in which they will serve and can only serve one position at a time.

A. President. The President shall preside over General 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. The President shall prepare a written year-end report to the membership. The President position is a one-year term.

B. President-Elect. The President-Elect shall assist the President and carry out the President’s duties in his or her absence or inability to serve. The President-Elect position is a one-year term followed by a one-year term as President. The President-Elect shall succeed to the office of the President for the next succeeding term without further nomination or election.

C. Secretary. The Secretary shall keep all records of the organization, including a membership list, take and record minutes, prepare the agenda, handle correspondence, send notices of meetings to the membership, and manage elections. The Secretary also ensures the minutes, bylaws, and other rules are maintained in the central PTO files. The Secretary position is a two-year term.

D. Treasurer. The Treasurer shall receive all funds of the organization and deposit them in the PTO's account(s), keep an accurate record of receipts and expenditures, and pay out funds in accordance with the budget approved by the Executive Board. He or she will present a financial statement at every General Meeting and at other times of the year when requested by the Executive Board, and make a written report at the end of the year. He or she shall ensure that appropriate tax and other government filings are submitted as necessary, and that records relating to finances and government filings are maintained in the central PTO files. The Treasurer position is a two-year term.

E. Co-Treasurer: This is an optional position that can be assigned by the President at the request of the Treasurer. The President may nominate a current At-Large member to serve subject to the approval of the majority vote of the Executive Board.

Section 1.5 The immediate past President serves as a non-voting advisor to the President. This position is not an officer or an At-Large member.

Section 2. At-Large Members. There shall be a total of 11 At-Large Board Members. Nine must be parents (or guardians) at the school for the school year in which they will serve (At-Large Parent Members). Two must be teachers or faculty at the school (At-Large Faculty Members). The nine At-Large Parent Members must include at least one parent with a child in building 1 and one parent with a child in building 2. The two At-Large Faculty Members must include at least one teacher working primarily in building 1 and one teacher working primarily in building 2. At-Large Members serve a one-year term and may serve up to four terms on the Board.

Section 3. Nominations and Elections.

- A. Officer and At-Large Parent elections will be held in the spring, before the end of the school year, on a date selected by the Board.
- B. The Nominations Committee shall select a candidate for each office, if vacant, and the At-Large Parent positions and send the slate (via mail or electronic communication) to the Parent Membership at least two weeks prior to the election date. The slate must contain a brief biography of each nominee and shall specifically address each nominee's prior participation with the PTO and/or the school in general. Nominations may also be submitted to the nominating committee chair for inclusion on the ballot, but must be supported by the same type of biographical information contained in the notice of the nominated slate.
- C. If more than one person is running for an office or if more than nine persons are running for At-Large Parent positions, a ballot vote shall be taken. Ballots may be collected electronically or in person during a voting period specified by the Board and concluding on the election date. The Secretary shall present the balloting results to the Board.
- D. At-Large Faculty nominations will be made by the principal, and the At-Large Faculty positions will be elected at a spring meeting of the faculty to serve in the next school year. The principal shall determine the elections process for the At-Large Faculty members.

Section 4. Eligibility. Voting Members, with the exception of the principal, are eligible for Officer positions.

Section 5. Vacancies. If there is a vacancy in the office of President, the President-Elect will become the President. Other vacancies will be filled during the next scheduled election unless a special election is called by the Executive Board. The President may designate a Board member to fill any Officer vacancies on an interim basis until the next election.

Section 6. Removal From Office. Officers and At-Large members can be removed from office with or without cause by a two-thirds vote of the Voting Members present (assuming a quorum) at a General Meeting where previous notice has been given.

Article V – Meetings

Section 1. General Meetings. There shall be at least two General Meetings during each school year. The General Meeting of the organization shall be 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 last General Meeting of the school year, as determined by the Executive Board. The annual meeting is for providing annual reports and conducting other business that should arise. The Secretary will notify the members of the organization at least one week prior to the meeting.

Section 2. Special General Meetings. Special general meetings may be called by the President, any two members of the Executive Board, or five Voting Members submitting a written request to the Secretary. Notice of the special meeting shall be sent to the members at least 10 days prior to the meeting.

Section 3. General Meeting Quorum. The quorum shall be defined as 7 Voting Members (2 of which must be Executive Board Members) of the organization as defined in Article III Section 1B.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the Officers, Principal, an Assistant Principal or equivalent administrative position (to be selected by the Principal), At-Large Members, and committee chairs who are not already members of the Executive Board by virtue of Officer or At-Large Member status. The Officers, Principal, Assistant Principal, and At-Large Members shall each be entitled to one vote. The committee chairs shall be non-voting members of the Executive Board unless they are entitled to a vote as an Officer or At-Large member.

Section 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.

Section 3. Executive Board Meetings. Executive Board meetings shall be held at least six times per year, with the dates and times to be determined by the Executive Board before the start of school each year. Special meetings not scheduled in advance may be called by any two Executive Board members, with one week prior notice.

Section 4. Quorum. 7 members of the Executive Board constitutes a quorum.

Article VII – Committees

Section 1. Nominations Committee. The committee shall be appointed by the President by the 1st of April of each year. Two members of the nominations committee shall be current Executive Board members of the PTO. The President shall appoint 1-2 other members to the committee from the general parent community – that person could be the Immediate Past President or another parent who was a committed volunteer. The Nominations Committee will receive all nominations, interview all candidates, create a ballot for the membership and oversee the election. The committee will announce the new PTO based on election results.

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

Article VIII – Finances

Section 1. A tentative budget shall be drafted for each fiscal year and approved by a majority vote of the Executive Board members present at the summer meeting. The budget shall include a line item to fund production of a school directory.

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

Section 3. The entire PTO Executive Board shall approve all expenses of the organization above \$2,500. If an Executive Board fails to respond electronically or through in-person communication their vote will be forfeited.

Section 4. Two authorized signatures shall be required on each check over the amount of \$5,000. Authorized signers shall be the President, Treasurer, and Principal.

Section 5. The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Executive Board.

Section 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.

Section 7. The fiscal year shall be July 1 through June 30.

Article IX - Parliamentary Authority

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

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 (two months) and a two-thirds vote of the entire membership.

Article XII – Amendments

These bylaws may be amended at any regular or special General Meeting, providing that previous notice was given at least one month in advance to all members of the organization by the Secretary. Notice may be given by postal mail, email, and/or flyer. Amendments will be approved by a two-thirds vote of the Voting Members present at a General Meeting, 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. Interested Person. Any At-Large member, Officer, or member of a committee with Executive Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. 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 Executive 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 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 shall leave the Executive 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 Executive 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 Executive 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 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 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 Executive 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 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: 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 Executive Board’s or committee’s decision as to whether a conflict of interest in fact existed. 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 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. 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. 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 director, principal officer, 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:

- Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- 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 Executive Board of its responsibility for ensuring that periodic reviews are conducted.