**North Greenville Elementary School**

**Parent Teacher Organization (PTO) Bylaws**

# Mission Statement

The North Greenville Elementary PTO serves as an active forum, strengthening communications and involvement, by building a supportive partnership between school, staff, and families, all in the spirit of fun.

# ARTICLE I. NAME

The name of this organization shall be the North Greenville Elementary School Parent Teacher Organization, Corp., herein after referred to as the Organization.

# ARTICLE II. PURPOSE

The organization is a non-profit organization that exists with the primary purpose of supporting the education of children at North Greenville Elementary School by fostering relationships among the school, parents, and teachers. This corporation is organized exclusively for charitable, scientific, literary and /or educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

# ARTICLE III. MEMBERSHIP

**Section 1. Membership**. Any parent or legal guardian for a student at that school may be a member and shall have voting rights. The principal and any staff members employed at the school may be a member and have voting rights.

**Section 2. Dues.** Dues are not required to be a member.

**Section 3. Good Standing.** A member is in good standing if he/she is not in violation of the governing documents of the organization.

# ARTICLE IV. OFFICERS AND ELECTIONS

**Section 1. Officers.** The officers of this organization shall consist of a president, vice president, secretary, treasurer, and communications coordinator. Officer positions may be shared.

1. **President.** The president shall:
	* preside at the majority of the meetings of the organization and executive board,
	* serve as primary contact for the principal
	* represent the organization at meetings outside of the organization
	* serve as an authorized signatory on PTO checks, and
	* co-ordinate the work of the officers and committees so that the purpose of the organization is served.
2. **Vice President.** The vice president shall assist the president and carry out the president’s duties in his/her absence or inability to serve, and perform other duties as assigned.
3. **Secretary.** The secretary shall:
	* take, record, and retain the minutes of all meetings of the organization,
	* keep a copy of the minutes book, bylaws, standing rules, membership list, and any other necessary supplies and bring them to meetings, and perform other duties as assigned.
4. **Treasurer.** The treasurer shall:
	* have custody of all the funds of the organization,
	* serve as a chair of the budget committee and prepare the budget for adoption,
	* keep a full and accurate account of receipts and expenditures,
	* verify that all cash/checks received are counted by two individuals,
	* make the disbursements as authorized by the president, executive board, or organization in accordance with the budget adopted by the organization,
	* serve as an authorized signatory on PTO checks,
	* Present a financial report at every regular meeting.
	* complete an annual financial report at the end of each fiscal year,
	* be responsible to verify that all government forms and insurance forms are completed and submitted according to deadlines,
	* submit the books annually for an audit by an auditing committee, perform other delegated duties as assigned.
5. **Communications Coordinator.** The Communication Coordinator shall act as a liaison between the Executive Board and Chairs of fundraising events and shall perform other duties as may be delegated.
6. **Transitional duties.** Officers shall compile a list of their duties, budgets and programs and deliver their materials to the successor at the close of their service.

**Section 2.** **Nominations and Elections.** Officers shall be elected by ballot in May. The nominating committee shall gather eligible and interested candidates for each office and present the nominees at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. If more than one person is running for an office, a ballot vote shall be taken. If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board-elect.

**Section 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.

**Section 4. Terms of Office.**

The President and Vice President as well as the Secretary and Treasurer are to be on alternate term years. To avoid the simultaneous transition, the option to extend any board member’s term by one year may be approved by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Officers shall assume their official duties following the close of the meeting in May and shall serve for an initial term of two (2) years. Following the initial term of two years, an officer may be elected to the same office, but only for a term of one (1) year. The office will be open to new nominations every year, until a new officer is elected.

**Section 5. Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the executive board. Notice of such election will be given two weeks prior to the election via a PTO meeting, if possible, and via NGES PTO Website, Facebook and email distribution list. If the vacancy occurs in the office of the president, the vice president shall serve notice of the election.

**Section 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

**Section 1. Regular Meeting.** The regular meetings of the organization shall be held at least three (3) times during the school year at times determined and communicated by June 1 of the previous school year by the association.

**Section 2. Annual Meeting.** The annual meeting will be held in June. The annual meeting is for receiving end-of-year reports, adopting the budget and corresponding programs for the following school year, and conducting other business that should properly come before the beginning of the next school year.

**Section 3. Special Meetings.** Special meetings of the organization may be called by the president or by a majority of the executive board, with at least seven (7) days’ notice having been given.

**Section 4. Quorum.** Ten (10) members shall constitute a quorum.

**Section 5. Voting.** Each member in attendance and in good standing at a PTO meeting is eligible to vote, one vote per member. Absentee or proxy voting are not allowed.

**Section 6. Notices.** Notices shall be given via monthly meetings, Facebook, email, NGES PTO website and newsletter is possible.

# ARTICLE VI. EXECUTIVE BOARD

**Section 1. Membership.** The executive board shall consist of the officers, principal, and optionally, a staff liaison. All executive board members shall be members of the North Greenville PTO.

**Section 2. Duties.** The duties of the executive board shall be:

* to transact necessary business between regular meetings of the organization,
* to create standing and special committees,
* to approve the plans of standing committees,
* to present a report at the regular meetings of the organization,
* to select an auditor or an auditing committee to audit the treasurer’s accounts, and  to approve routing bills within the limits of the budget.

**Section 3. Meetings.** Regular meetings of the executive board shall be held during the school year, at a time determined to be convenient for that board for that year. A majority of the executive board members shall constitute a quorum. Special Meetings of the executive board may be called by the president or by a majority of members of the board, three (3) days’ notice having been given.

# ARTICLE VII. COMMITTEES

**Section 1. Membership.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees except the nominating committee.

**Section 2. Standing Committees.** The following committees shall be held by the organization: Audit, Book Fair, Fundraising Event(s) Reading Incentives, Staff Appreciation Event(s), Nominating and Welcome.

**Section 3. Additional Committees.** The organization may elect additional committees as needed.

**Section 4. Chairpersons.** The chair of each committee shall:

* Not undertake any committee work without the approval of the executive board or organization,
* Select from the general membership such personnel as deemed necessary to carry out the work of the committee,
* Report on the committee’s work and budget at the regular meeting before and after that committee’s function,
* Send thank you notes, provided by NGES PTO, to volunteers and donors of that function, and
* Hand over, in good order, all materials pertaining to the committee to the successor by the annual meeting, or to the president if no successor has been named.

# ARTICLE VIII. FINANCES

**Section 1. Fiscal Year.** The fiscal year of this organization shall be July 1-June 30.

**Section 2. Budget.** The budget committee, consisting of the treasurer and at least two (2) other members shall be appointed by the executive board at least one (1) month prior to the annual meeting. The budget committee shall prepare an adequate budget to support the activities of the organization for the ensuing school year, and submit a budget proposal to the executive board for approval. The budget committee will propose the approved budget proposal to the membership for approval at the annual meeting.

**Section 3. Expenditures.**

1. All expenses must have been approved by the membership or the board prior to reimbursement.
2. The treasurer and president shall be authorized signatories on PTO checks. The signer may not be the payee.
3. All requests for payment must be signed by two persons, (1) the treasurer or the president, and (2) the committee chairperson for that expense or another officer.
4. All reimbursements must have valid receipts and signed a request for payment. **Section 4. Audit.**
5. A financial review will be completed within 30 days of the end of each fiscal year and at any time during the year when there is a change to the signature card.
6. The auditor or auditing committee shall be selected by the executive board.
7. The auditor, or chair of the auditing committee, after reviewing the financial records and affirming their accuracy, will sign the complete audit, and will deliver it to the executive board for review at least two weeks before the next regular meeting.
8. The secretary shall retain a copy of the audit with the organization’s records.

# ARTICLE IX. PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall be used as a guide to govern meetings when they are not in conflict with the organization’s bylaws or Articles of Incorporation.

# 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 all future reference. Any changes to standing rules shall be reported no later than next regular meeting of the organization.

# ARTICLE XI. DISSOULTION

This organization may be dissolved with previous notice (14 calendar days) of a motion and a two-thirds vote of those present at a meeting, assuming a quorum. Upon the dissolution of the 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. Any such assets not disposed of shall be disposed of by the Court of Competent Jurisdiction in Outagamie County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. If North Greenville Elementary meets the above criteria, they shall receive all funds immediately.

# ARTICLE XII. AMENDMENTS

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of the members present and voting (assuming quorum), provided that notice of the amendment has been given at the previous regular meeting and then provided to all members of the organization by postal mail, email, newsletter, Facebook or PTO web page.

# ARTICLE XIII. CONFLICT OF INTEREST POLICY

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the tax-exempt organization’s interest when it is contemplating entering into 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 financial interest if the person has, directly or indirectly, through business, investment, or family:
	1. An ownership of investment interest in any entity with which the organization has a transaction or arrangement.
	2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
	3. A potential ownership of 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.**

1. **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 director and members of committees with governing board-delegated powers who are considering the proposed transaction agreement.
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 whether a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
	1. 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.
	2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, the governing board of 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 rise to a conflict of interest.
	4. 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.
4. **Violations of the Conflicts of Interest Policy.**
	1. 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.
	2. 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:

1. 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.
2. 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.**

1. A voting member of the governing board who received compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. 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 the member’s compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who received 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 office, and members of a committee with governing board-delegated powers shall annually sign a statement prior to the start of the 1st meeting of the year 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 purpose 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:

1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm’s length bargaining.
2. 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 adviser. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.