

By-Laws for the Winding Creek Elementary School PTO

Effective as of: 4-23-18

Article I

The name of the organization shall be Winding Creek Elementary School PTO.

Article II

The corporation is organized for the purpose of supporting the education of children at Winding Creek Elementary School by fostering relationships among the school, parents, and teachers.

Article III - Members

Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a general member and shall have voting rights. The principal, teachers, and other currently employed staff at the school may be a general member and have voting rights.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a president, two co-vice presidents, correspondence secretary, recording 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 except the nominating committee, create the agendas for PTO meetings, and coordinate the work of all the officers and committees so that the purpose of the organization is served.
- b. Vice Presidents.** The vice presidents shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice presidents shall also oversee the committees of this organization.
- c. Recording Secretary.** The recording secretary shall keep all records of the organization, take and record minutes, distribute the agenda, and send notices of meetings to the membership. The recording secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
- d. Correspondence Secretary.** The correspondence secretary will manage all of the correspondence of the entity and keep a record of correspondence received and sent. This should include all formal correspondence required of the entity to pursue its stated and going business. The correspondence secretary will be in charge of PTO social media presence, will

create PTO Board fliers, and review PTO committee fliers before they are approved by the principal and distributed to the public.

- e. **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. He or she 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.
- f. All officers shall deliver to their successors all official materials by July 31st. Prior to the start of the school year there will be a meeting consisting of outgoing executive board members and new incoming executive board officers.

Section 2. 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. This organization cannot be managed or operated by individuals who are employed by the Cumberland Valley School District.

Section 3. Nominations and Elections. Elections will be held at the April meeting of the school year. The nominating committee shall select candidates for each office and present the slate at the May meeting. The slate will be presented to the public one week prior to a ballot vote. If more than one person is running for an office, a ballot vote shall be taken. However, if there is but one nominee for any office, election for that office shall be by voice vote.

- a. **Nominating Committee.** Nominations for officers shall be solicited every two years, or as needed, by the nominating committee. Nominations must be submitted in writing prior to the General PTO meeting in which the election will be held. The committee shall be chaired by the vice-presidents and composed of: 2 vice-presidents, 1 PTO board member, at least 1 PTO member (not to exceed 3), 1 currently employed Winding Creek staff representative, and the Winding Creek Principal. The general members for the nominating committee shall be voted on in the March meeting.
- b. The Nominating Committee shall report at the April or May General PTO meeting the name of at least one candidate for each office to be filled. At that time, if there is no candidate for a particular office, nominations will be taken from the floor for that office only. In either case, the consent of the candidate must have been obtained.

Section 4. Terms of Office. Officers shall assume their official duties following the end of the fiscal year July 31st and shall serve two years, or until a successor is elected. In the event that a two-year term is not possible, a one-year term may be approved by the Winding Creek Principal. Ideally, no officer shall be eligible for the same office for more than two (2) consecutive years, unless there is no one else willing to serve.

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 a week's notice has been given.

Section 6. Vacancies. If there is a vacancy in the office of president, a co-vice president will become the president. At the next regularly scheduled meeting, a vote shall be taken to choose between the co-vice presidents. 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 announced at the beginning of each school year, to be determined by the executive board.

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 7 days prior to the meeting, by electronic means (if available) and/or phone calls.

Section 4. Quorum. The quorum shall consist of at least three non-executive board members, the principal, and a Winding Creek staff member.

Section 5. Notification of Meetings. The secretary will notify the members of the meetings via email at least one week prior.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers and principal.

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. Meetings. Executive Board meetings shall be held monthly, to be determined by the board. Special meetings may be called by any two board members, with 24 hours' notice.

Section 4. Quorum. Half the number of board members (including the principal) plus one constitutes a quorum.

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.

Section 2. Committees. Committees shall be appointed by the president no later than the October Membership meeting, as volunteers are available.

Article VIII – Finances

Section 1. A tentative budget shall be drafted in spring for the following school year and approved at a fall meeting by a majority vote of the members present.

- a. The president and treasurer will communicate with each committee chair to discuss the prior budget and what they think they will need for the next year's budget. Other elected executive board members are also allowed to attend to be part of this communication but are not required.
- b. The budget will be posted on the website with adequate time to review before the first PTO meeting of the year, with a link distributed to the PTO general membership.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information. A tracking system must be established for all receipts. Use of QuickBooks is highly recommended as a tracking system.

Section 3. The board shall approve all expenses of the organization. Requested funds going above the annual allotted budget line item shall be taken to public vote.

Section 4. Two authorized signatures shall be required on each check. 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 Audit Committee.

Section 6. All fundraisers shall demonstrate that a clear need to fundraise exists, establish a clear timeline, and show the benefit that students derive from involvement.

- a. All fundraising activities must be documented on the School-Related Group Fundraising Request Form and approved by the Building Administrator prior to conduction the activity.
- b. Limit fundraising activities to only what is needed to support students in a calendar year or as part of a well-defined, multi-year effort.
- c. Avoid contests and promotions with fundraising that make students feel obligated to participate and/or fearful of being identified as being low-income if they do not.
- d. There should be a goal that carryover balances for the organization should be no greater than 30% of the next year's budget.

Section 7. The fiscal year shall begin on August 1 and end on July 31.

- a. All PTO financial and other pertinent records must be turned over to the next incoming president and/or treasurer by August 1st of each school year.
- b. The incoming and outgoing president and treasurer must make themselves available to sign and record the transfer of bank accounts once the audits have been furnished. Financial records would include: bank account records, outstanding debt records, history of all transactions, receipts, copy of PTO Manager records and tax information. Other pertinent

records include: date of contracted events, frequent contacts, sample forms/documents, PTO inventory, etc.

Section 8. 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.

Article IX – Social Media Guidelines

Section 1. Purpose. The purpose for social media is to provide an online community for parents and families at Winding Creek Elementary School.

Section 2. Goal. The goal is to share information and tips, update the community on events and programs, and showcase the achievements of students, teachers, parents, and other community members.

Section 3. Rules. The PTO board and Social Media Administrators reserve the right to delete comments and block users who are not following the rules stated.

- a. We encourage you to ask questions and share information. We request that you keep discussions focused directly concerning our school community.
- b. We encourage posts that highlight our community's accomplishments and constructively raise issues for discussion.
- c. When posting, please use appropriate language. Children can see our page (or group).
- d. If you choose, you can post photos of your children at school events. Do not post photos of other children. If you have any questions about posting a particular photo, please check with the group administrator.
- e. Do not post about concerns, problems, or conflicts with individual teachers, administrators, students, or parents. We will immediately delete posts that in any way put down or discriminate against individuals.
- f. Online threats will be taken seriously, and proper authorities will be immediately notified.
- g. Do not post information commonly understood as confidential, such as student grades.
- h. Any inflammatory statements that make allegations against individuals or organizations will be deleted.
- i. Keep in mind that what you post is public.
- j. Do not publish content as your own that has been created by others.

Article X – 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 XI – 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 XII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XIII – Amendments

These bylaws may be amended at any regular or special meeting, providing that 14 calendar days' 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 postal mail, email, hard copy, or fax. Amendments will be approved by a two-thirds vote of those present, 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.

Last updated April 23, 2018