

**BY-LAWS**

**OF**

**S.C. RED ELEMENTARY PARENT TEACHER ORGANIZATION**

**Article I – Name & Purpose**

**Section 1. Name.**

The name of the organization shall be the Red Elementary PTO. The PTO is located at 4520 Tonawanda, Houston, TX 77035.

**Section 2. Purpose.**

The purpose of the PTO is to enhance and support the educational experience at Red, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Red through volunteer and financial support.

**Article II – Membership**

**Section 1: Members.**

Any parent, guardian, or other adult standing in loco parentis for a student at the school is eligible to be a member and have voting rights. The principal, teachers, and staff employed at Red may become members and have voting rights.

Auxiliary Members. Members of the community who wish to support the work of the Red PTO may join as auxiliary members by paying dues as outlined in Section 2 below. Auxiliary members do not have voting rights at general meetings or elections, nor can they be nominated for or hold a Board position.

**Section 2: Dues.**

Dues will be established by the executive board. In order to be a member, a person must have paid his or her dues. Only one membership due is required per household. Each household who has paid dues has voting rights in general meetings for up to two adults. One vote is allowed per adult. Dues are for the PTO's fiscal year and will not be pro-rated.

### **Section 3: Compensation.**

No member shall be financially compensated for his or her role on the PTO.

## **Article III – Officers, Executive Board and Elections Section**

### **Section 1: Officers and Board Members-At-Large.**

The Executive Officers of the board shall be a President, Vice-President, Treasurer, Secretary, and Parliamentarian. The Board Members-At-Large may consist up to 5 additional members only if interest exists. If any position becomes vacant, the Executive Board has the authority to appoint a replacement to serve for the remainder of the school year. All executive board members will oversee different committees.

#### **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, prepare a calendar of events at the beginning of the school year, and coordinate the work of all the officers and board members-at-large and committees so that the purpose of the organization is served. In addition, the President will supervise the After-School Care Director. The President will cast a deciding vote in the event a matter voted on by the Executive Officers ends in a deadlock. The President will notify any member of the board that are being removed from the Executive Board under the guidelines of these By-Laws.

#### **b. Vice President.**

The Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice President will also serve as the Head Home Room Parent, coordinate the activities of the grade level and room representatives, and coordinate the parent volunteers. He or she will be responsible for recruiting and organizing home room parents for each classroom. He or she will work closely with the teachers to ensure their needs are being met. Home Room Parents will go to the Vice President for questions and concerns that arise, and the Vice President will facilitate those answers and concerns. He or she will coordinate and distribute responsibilities designated to Home Room Parents and act as a liaison between the PTO and the School Administration to convey necessary information to Home Room Parents for each school function.

#### **c. 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 officers. He or she will be the main contact with the Financial Institution for the PTO account. He or she will maintain a record of all deposits coded by category. He or she will present a financial statement at every Executive Board meeting and at other times of the year when requested by the Executive Board. He or she will make a full report at the end of the year, of all debits and credits. He or she will work with the executive board that shall prepare and submit the annual budget, and the beginning of the new term. The treasurer will also oversee the school store and making change available for events.

**d. Secretary.**

The Secretary shall keep all records of the organization and take and record minutes and attendance of all meetings. The Secretary shall distribute the prior meeting's minutes for approval by the Executive Board. Once approved, the minutes will be posted on the PTO's website. In addition, the Officer is responsible for maintaining and responding to emails in the main Red PTO email account. The Secretary shall coordinate communication and publicity for the organization and all events. He/she will work closely with each member of the Executive Board to advertise and promote their events. The Secretary will be responsible for all outgoing correspondence to members, including but not limited to Facebook updates, Instagram, e-mail newsletters, printed newsletters, handouts, event signage, the school marquee, and PTO website. The Secretary may delegate tasks to other PTO members to assist with communication duties.

**e. Parliamentarian.**

The Parliamentarian is a member of the Board and shall keep order and ensure that proper procedures are followed at each meeting; should have complete knowledge and understanding of the articles and bylaws of the organization; is responsible for setting up and drafting a casual rule of order for the PTO based loosely on the Robert's Rule of Order.

**f. Board Members-At-Large.**

A Board Member "At Large" has no specific list of duties but rather they will service the board's strategic needs. Members at large may have various responsibilities and project short or long term during their elected term.

**Section 2: The Executive Board.**

The Executive Board shall consist of the officers, Board Members-At-Large, the Principal, and the After-School Care Director. Only the President, Vice-President, Secretary, Parliamentarian, and Treasurer have voting rights.

### **Section 3: Eligibility.**

Members are eligible for office if they are members in good standing with paid dues at least 30 calendar days before the nominating committee presents its slate. To be an executive officer you must have been a PTO member for 1 year and have volunteered for at least two events. If someone is interested who does not meet these prerequisites must get approval from the principal, any teacher, or a current executive board member

### **Section 4. Board Terms.**

Officers and Board Member-At-Large are elected for one year and may serve no more than three (3) consecutive terms in the same office. Each person elected shall hold only one office at a time. The term starts on June 1st and ends on May 31st.

### **Section 5: Interest Forms.**

A form with description of each board position will be issued in March, and if needed elections will be held in April prior to the May PTO Board Meeting.

#### **a. Interest Form Position.**

Any current board member who is qualified to continue their current position or transition into another position for the next term year will be listed on the form to encourage outside interest in vacant positions.

#### **b. Election**

1. If more than one person (qualified) is interested in any vacant for filled position an election will be held in April prior to the May PTO Board Meeting.
2. A slate will be presented to the Executive Board for approval. Once the Executive Board approves the ballot, no changes may be made.
3. A written ballot consisting of all nominees will be available to all members. All paid members are eligible to cast a ballot.
4. After all ballots are cast, the nominating committee will count the ballots and announce the winners.
5. Absentee, proxy or early voting is not allowed.

### **Section 6. 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 and oversee these committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

### **Section 7. Removal From Office.**

Officers can be removed from office with or without cause by a two-thirds vote of those present at a regular meeting where previous notice has been given.

**Section 8. Automatic Removal.**

If any member of the Executive Board fails to appear at more than three meetings within the term, the board member will be immediately removed from his or her position.

**Section 9. Vacancies.**

If there is a vacancy in the office of President, the Vice President will become President. At the next regularly scheduled meeting, the Executive Board will appoint a new Vice President. If there is a vacancy in any other office, the Executive Board will fill the vacancy by a majority vote at a meeting.

**Section 10. Record Keeping.**

All officers shall maintain a notebook with information pertinent to the office and deliver to their successors this notebook and any other pertinent materials within 15 days following the date upon which their successors assume their duties. They will also have to train their replacement or arrange for another executive member to train. This will be for May and June

**Article IV – Advisory Representatives**

The Advisory Representatives shall assist the Executive Board with information and be present at meetings. The members of the Advisory Representatives shall be the Principal and/or a Designee, Magnet/GT coordinator, and the Immediate Past President of the PTO. The Past President position is a voluntary position and is not required.

**Article V – Meetings**

**Section 1. Executive Board Meetings.**

The Executive Board shall hold meetings during the months of August, October, December, January, March, June, and July for the entire school year. Once the new officers take office, a calendar of meetings will be established.

**Section 2. General Meetings.**

The PTO will hold a general meeting on the months of September, November, February, April and May to update the members on current events. At said meeting refreshments and child care will be provided to encourage participation. These meetings are open to all members.

**Section 3. 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. Notice of special meetings will be announced at least 48 hours prior to the meeting.

**Section 4. Quorum.**

A quorum shall be 3 members of the Executive Board.

**Article VI – Committees**

**Section 1. Membership.**

Committees may consist of members.

**Section 2. Formation.**

Committees may be formed on an as-needed basis for upcoming events. The Executive Board will decide on a committee and ask a member to chair it. The chair will be responsible for recruiting other members. Some committees may consist of only one member. Suggested committees include Meet & Greet, Fall Fundraiser, Carnival, Scholarship, and Staff Appreciation.

**Section 3. Oversight.**

Each board member will be assigned to oversee committees being formed at the beginning of new term. Committee chair will report to assigned board member to relay all information pertaining to the committee.

**Article VII – Finances**

**Section 1. Fiscal Year.**

The PTO's fiscal year begins on August 1st and ends July 31st the following year.

**Section 2. Budget.**

A budget will be set by the Executive Board for the next fiscal year in June. Executive Officers must vote to approve set budget during this meeting.

**Section 3. Banking.**

All funds shall be kept in a checking account in the name of the Red PTO at a local financial institution.

**Section 4. Reporting.**

The treasurer shall keep accurate records of any expenses, income, and bank account information and present a summary of finances to the board each month.

**Section 5. Signatures.**

Authorized signers shall be the President, Treasurer and another Executive Officer. A check signer must not sign a check to him or herself. All requests must be submitted to the board and have another board member approval.

**Section 6. Approval.**

All expenses over \$100.00 must be pre-approved by the Executive Officer unless the expense has already been pre-approved through an itemized budget for the event.

**Section 7. Additional Policies.**

The Executive Board may develop a Money Handling Policy that further details the requirements.

**Section 8. After School Care.**

The After School Care Director will be responsible for depositing money into the PTO bank account and paying all expenses.

**Section 9. Bounce Check Fees.**

If a check is returned to the PTO due to insufficient funds, account closure, check cancellation, or any other reason, a \$25 fee plus any fees charged by the bank will be charged to the account holder or check writer.

**Article VIII – Parliamentary Authority**

Robert’s Rules of Order, Newly Revised, shall govern meetings when they are not in conflict with the organization’s bylaws.

**Article IX – Amendments**

These By-Laws may be amended at any regular or special meeting, provided that previous notice was given to the members. All amendments must be presented in written form for vote. Two-thirds majority of the members present is required for approval.

## **Article X – Conflict of Interest**

### **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. Interest Person.**

Any officer or member of a committee with the 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:

- 1.** An ownership or 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 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 III, Section 2, 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 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 or committee to investigate alternatives to the proposed transaction or arrangement.
3. 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.
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.

**d. Violations of the Conflict 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 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 such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and

- 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 for in Article VII, 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 periodic reviews are conducted.

**Article XI – Dissolution**

In the event of the dissolution of the PTO, any funds remaining shall be donated to Red Elementary.