

# Bylaws

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Ferber Parent Teacher Organization Inc.

May 2009

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## **BYLAWS**

### **Article I – Name**

The name of the organization shall be the Ferber Parent Teacher Organization Inc. (Ferber PTO).

### **Article II – Purpose**

The corporation is organized for the purpose of supporting the education of children at Ferber Elementary by fostering relationships among the school, parents, staff members, and volunteers.

### **Article III – Members**

Section 1. Any parent or guardian for a student at the school may be a member and shall have voting rights. The principal, any staff member employed at the school, and any school volunteer may be a member and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 7 calendar days before the meeting to be considered a member in good standing with voting rights.

### **Article IV – Officers and Elections**

Section 1. Officers. The officers shall be a president, vice president, secretary, and treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

- 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, and coordinate the work of all officers and committees so that the purpose of the organization will be served.

- 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. After serving for one year, the vice president will automatically be nominated for the position of president for the following school year.
- c. Secretary. The secretary shall keep all records of the organization, and take and record minutes. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
- d. 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 year when requested by the executive board, and make a full report at the end of the year.

Section 2. Nominations and Elections. Elections will be held at the second to last meeting of the school year. The nomination committee shall select a candidate for each office and present the slate at a meeting held at least one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 days before the nominating committee presents its slate.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two 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 become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

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

## **Article V – Executive Board**

Section 1. Membership. The Executive Board shall consist of the officers, principal, and a teacher representative.

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. Regular meetings shall be held monthly, on the same day and at the same time each month, 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 the board members plus one constitutes a quorum.

Section 5. Removal and Vacancies. See Article IV, Sections 5 and 6.

## **Article VI – Meetings**

Section 1. Regular Meetings. The regular meeting of the organization shall be on the third Thursday in September, November, January, February, April, and May at 7:00 p.m. and 11:30 a.m. alternatively, or at a time and place determined by the executive board at least 14 days before the meeting. The annual meeting will be held during the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that shall arise. Members will be notified of all meetings by the school newsletter and posting on the Ferber PTO bulletin board at least one week prior to the meetings.

Section 2. Special Meetings. Special meetings may be called by the president, or by any two or more members of the executive board. Previous notice of the special meeting shall be sent to the members at least 7 days prior to the meeting by flyer or school newsletter.

Section 3. Quorum. The quorum shall be 7 members of the organization.

## **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.

Section 2. Standing Committees. The Executive Board may create such standing committees, as it may deem necessary to promote the Purpose (Article II) and carry out the work of the organization. The term of each chair shall be one year, or until the selection of a successor.

Section 3. Special Committees. The Executive Board may appoint special committees as needed.

## **Article VIII – Finances**

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

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

Section 3. The board shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on each check. Authorized signers shall be the president and treasurer.

Section 5. The treasurer shall prepare a financial statement at the end of the year to be reviewed by the Audit Committee.

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 begin on July 1 and end on 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 (14 calendar days) and a two-thirds vote of those present at a meeting, assuming a quorum.

## **Article XII – Amendments**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given at the prior meeting and then sent to all members by school newsletter or flyer. 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 Ferber Parent Teacher Organization Inc.'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 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.

*Financial Interest*- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. 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 3, 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.

**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 considering the proposed transaction or arrangement.

**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 if a conflict of interest exists.

#### Procedures for Addressing the Conflict of Interest.

- a. 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.
- b. 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.
- c. 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 conflict of interest.

- d. 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.

#### Violations of the Conflict of Interest Policy.

- a. 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.
- b. 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:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. 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 payment 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 Section 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.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of the Ferber Parent Teacher Organization Inc., and we consent to, and hereby do, adopt the foregoing bylaws, consisting of eleven preceding pages, as the bylaws of this corporation.

Dated: \_\_\_\_\_

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Susan K. Streit, President

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Christina Fogarty, Vice President

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Elaine Pietsch, Treasurer

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Nancy D'Agostino, Secretary