



**BYLAWS of the Mast Way Elementary
SCHOOL PARENT TEACHER
ORGANIZATION (PTO)**

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Name

The name of the organization shall be the Mast Way Parent Teacher Organization which may also be referred to as MW PTO.

Purpose

MW PTO is organized exclusively for the charitable purpose of supporting the education and well-being of children at Mast Way Elementary School and fostering relationships among the school, parents, and teachers under section 501(c)3) of the internal Revenue Code, or corresponding section of any future federal tax code.

Specifically, the Corporation will be a parent support organization for Mast Way Elementary School. The PTO is non-partisan, non-sectarian, non-commercial, can make no endorsements, nor hold an agenda other than the promotion of the welfare of the students of Mast Way.

The purpose of the PTO is to:

- Encourage the cooperation of home and school in supporting the educational, social, and physical welfare of Mast Way Elementary students
- Provide a forum for communication between parents, educators, and administrators.
- To raise funds to provide the following for the students:
 - PTO-sponsored events and activities focused on cultivating a supportive community for the families of Mast Way School.
 - Enhanced school facilities as needed beyond school budget dictates to provide for the best interest of the students.
 - Educational enrichment deemed beneficial to the student body but not provided due to budgetary constraints.

Membership

The membership of the Organization shall include any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal, teachers and staff employed at the school may be members

and have voting rights. One vote per household will be allowed. There are no membership fees.

The PTO Board(Executive Board)

Section 1. Officers of the Board

The Board shall consist of a president, co-president, secretary, treasurer, volunteer coordinator / member at large. The board shall be responsible for running the business of the organization to benefit the students/faculty at Mast Way according to the organizations stated purpose.

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
- Coordinate the work of all the officers and committees so that the purpose of the organization is served
- Submit a written annual report, as required for 501(c)3 status
- Submit a written annual report for community reporting
- Submit a written annual report detailing responsibility/ recommendations to the future board by the fiscal year end
- Act as liaison between PTO and school and parent community
- Sign paperwork and check/reimbursement requests and deposits
- Provide agendas for each Regular Meeting

Co-President

- Shall assist the president and carry out the president's duties in his or her absence or inability to serve.
- Shall serve as President-elect unless unable to do so.
- Assist with all annual reporting
- Serve as an ex officio member of all committees
- Assist with the recruitment of project chairs/volunteers

Secretary

- The Secretary shall record the minutes of all meetings of the organization
- Shall have a current copy of the by-laws
- Shall provide minutes of the previous meetings to all members present at the next meeting

- Shall be responsible for the PTO announcements
- Shall handle formal correspondence for the organization.

Treasurer

- Shall be responsible for keeping MW PTO in compliance with tax rules and regulations.
- Shall keep a full and accurate account of receipts of expenditures
- Shall make disbursements in accordance with the approved budget as authorized by the MW PTO and/or president
- Shall be ready to report on financial status and prepare necessary financial statements as may be needed for monthly meetings
- Prepare a full reporting required for the June meeting.

Volunteer Coordinator / Member at Large

- Will partner with the Event Chairs/Co-Chairs to assess the number of volunteers needed for the Event and prepare/promote a sign-up for the event

Principal

- The Mast Way School Principal shall be an ex officio member of the Executive PTO Board. Furthermore, the principal shall be the official representative of the school and shall present all suggested projects to the proper school officials for approval.

Section 2. Nominations and Elections

Elections will be held at the May meeting. [optional: The nominating committee, or executive board, shall select a candidate for each office and present the slate at a meeting held 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

All members of the PTO in good standing are eligible for office.

Section 4. Terms of Office

Officers may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

- The President shall serve a one-year term.
- The Co-President shall serve a one-year term, after which he or she shall transition to the President position.
- The secretary shall serve a two-year term.

- The Treasurer shall serve a two-year term.
- The Volunteer Coordinator shall serve a two-year term.

Section 5. Vacancies

A vacancy occurring in any office shall be filled for the remainder of the term by a majority vote of the members attending the monthly PTO meeting. Notice of the election will be given to the members by the President. In case a vacancy occurs in the position of the President, the Co-President will assume the role of interim President and serve notice of the election.

Section 6. Removal from Office

Officers can be removed from office/or replaced by two thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given:

- If they are found to have violated the MW PTO ethics clause or bylaws
- If they can no longer fulfill their duties

Section 7. Duties

The duties of the-Executive Board shall include but not be limited 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
- Prepare reports and recommendations to the membership

Meetings

Section 1. Regular Meetings

The regular meetings of the organization shall be determined by the Board prior to the start of the new school year or at a time and place determined by the executive board at least one month before the meeting. The board will hold a minimum of 5 regular meetings a year. The annual meeting will be held at the June regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

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 10 days prior to the meeting, by flyer, email or social media and the PTO Website.

Section 3. Quorum

Half the number of board members plus one constitutes a quorum.

Committees

- Committees may consist of members and board members, with the president acting as an ex officio member of all committees.
- The Budget Committee will consist of the current board, past President, past Treasurer, and the principal. They will meet during the month of August. The proposed budget is to be presented and acted upon at the September meeting of the PTO.
- The board may appoint additional committees as needed.

Finances

- A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.
- The treasurer shall keep accurate records of any disbursements, income, and bank account information.
- Only PTO Officers shall commit MW PTO funds by signing contracts. Contractual commitments in excess of \$100 shall require two authorized signatures as defined in the bylaws.
- The board shall approve all expenses of the organization that are contained within the approved budget. The Board may transact unbudgeted business of the organization up to \$500.00 if necessary. However, no action shall be in conflict with that taken by the voting body of the organization. Any unbudgeted expenses in excess of \$500 shall be approved by a majority vote of members present at the next meeting prior to funds being committed.
- Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the president, co-president, treasurer, and secretary.
- The treasurer shall prepare financial statements at the end of the year, to be reviewed by the Audit Committee, if such committee is created, otherwise by the membership at the May meeting.
- 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. The fiscal year shall be July 1 through June 30th.

Parliamentary Authority Robert's Rules of Order

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

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.

Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon dissolution, all remaining assets of MW PTO shall be distributed to one or more exempt purpose described in section 501(c)(3) or the Internal Revenue or to any federal, state or local government for a public purpose. If consistent with this provision first consideration should be given to donating the remaining funds to or for the benefit of Mast Way Elementary School.

Amendments

These bylaws may be amended at any regular or special meeting, providing that previous 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, e-mail, flyer, student take-home packets or social media. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

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 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:

- An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
- 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. 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 who are 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 whether a conflict of interest exists.

Procedures for Addressing the Conflict of Interest.

- 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.

- 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.
- 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.
- 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.
- 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.
- 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:

- 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.
- 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 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.

- 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 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
- 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, 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.

Passed by Majority vote at the _____ / 2019 Meeting.

President: Nicol Hotaling

X

Co-President: Stephanie Johnson

X

Treasure: Rebecca Hawthorne

X

Secretary: Margit Turcotte

X

Volunteer Coordinator /Member at Large: Georgie Sawyer

X