

# Killearn Lakes Elementary PTO Bylaws

## ARTICLE I: NAME

**Section 1 – Name.** The name of this organization shall be the Killearn Lakes Elementary School Parent-Teacher Organization Inc., referred to hereinafter as the PTO; 8037 Deerlake Drive East, Tallahassee, FL 32312. Established May 14, 2007.

## ARTICLE II: ARTICLES OF ORGANIZATION

The PTO exists as an incorporated organization of its members. Its “articles of organization” comprise these bylaws, as from time to time amended, and its Articles of Incorporation. In the event of any conflict, the Articles of Incorporation shall govern.

## ARTICLE III: PURPOSES

**Section 1.** The PTO is created for and shall be operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code.

**Section 2.** The Objects (Purposes) of the PTO are to: promote greater communication and cooperation between parents/guardians of students, and the administration and school staff of Killearn Lakes Elementary School, (hereinafter the "School") initiate and execute projects which will enhance the learning experience, the learning environment, the School spirit and the morale of all.

## ARTICLE IV: POLICIES

The following are basic policies of this organization:

Section 1 – The PTO shall be noncommercial, nonsectarian and nonpartisan.

Section 2 – No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any member of the PTO or other private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 3 – The PTO shall not endorse any political issues except those directly relating to schools and child welfare, and it shall not endorse any political candidates. The Board of Directors (hereafter the “Board”), at its sole discretion, to the extent permitted by law, will determine whether to participate in school and child welfare matters.

Section 4 – The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the organization.

Section 5 –The PTO may cooperate with other local organizations and agencies interested in similar objectives.

Section 6 – The PTO shall not interfere with the administration of the school.

Section 7 – No substantial part of the activities of the PTO shall be for the carrying on of propaganda, or for otherwise attempting to influence legislation (except as may be permitted by the Internal Revenue code without jeopardizing qualification of the PTO as a Section 501 (c)(3) corporation).

Section 8 – All funds shall be kept in a checking account in the name of KLES Elementary School PTO, requiring two signatures of either the Director of Finance and the PTO President or Vice President. Funds shall be held at a local financial institution.

Section 9 – The organization shall leave a minimum of \$2000.00 in the treasury at the end of each fiscal year.

Section 10 – Reimbursement requests must be made within 45 days of the expenditure, otherwise the request will be denied.

Section 11 – Contract signing authority is limited to the President or the President’s designee and Vice President.

Section 12 – The Director of Finance must present an account statement provided by the bank to the KLES Accountant monthly.

#### **ARTICLE V: MEMBERSHIP AND DUES**

**Section 1.** Membership is open to the teaching staff of our School and all parents or guardians of children attending our School without regard to race, color, creed or national origin; there shall be one vote per membership, one membership per household.

**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 14 calendar days before the meeting to be considered a member in good standing with voting rights.

**Section 3.** Only members of the organization shall be eligible to participate in the business meetings, or to serve in any of its elective or appointive positions.

**Section 4.** For the purposes of annual enrollment, the membership year shall be July 1 through June 30, however persons may be admitted to membership at any time.

#### **ARTICLE VI: MEETINGS AND FUNDING**

**Section 1 – Meetings.** Regular meetings of the organization shall be held monthly during the school year or as designated by the Executive Board.

**Section 2 – Notice of Meetings.** Written or printed notice stating place, day, and hour of any meeting of members shall be posted not less than 3 days nor more than 30 days prior to the meeting date by or at the direction of the President, Director of Communications, or such Officers or persons as are calling the meeting. In case of special meetings or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 3 – Annual Meeting.** The last regular meeting of the association shall be held in May and shall be known as the annual meeting.

**Section 4 – Rules of Order.** General Membership meetings of the PTO will be conducted in accordance with Roberts Rules of Order. Meetings of the Board shall be operated by a vote and in accordance with Roberts Rules of Order.

**Section 5 – Quorum & Proxy Ballots.** Ten (10) members shall constitute a quorum for the transaction of business in any meeting of this organization. No proxy ballots shall be allowed in any vote of the General Membership.

**Section 6 – Budget.** The PTO shall operate exclusively on funds generated by donations, dues levied, PTO sponsored projects, and money earned on the assets of the PTO to the extent permitted for an Internal Revenue Code Section 501 (c)(3) tax exempt organization.

#### **ARTICLE VII: OFFICERS, NOMINATIONS, ELECTIONS, CONFLICT OF INTEREST**

##### **Section 1. Officers and their election:**

The officers of this association shall consist of a President, a Vice President, Director of Fundraising, a Director of Communications, a Director of Finance, a Volunteer Coordinator, and a Business Partner Coordinator.

Officers shall be elected by ballot annually in the month of May. However, if there is but one nominee for any office, election for that office may be by voice vote. A majority vote shall elect.

With the exception of the Director of Finance, officers shall assume their official duties following the end of the school year and shall serve for a term of one year or until their successors are elected. The Director of Finance shall assume all duties after the books have been financially reviewed and shall serve for a term of two years.

A person shall not be eligible to serve more than two consecutive terms in the same office with the exception of the treasurer who shall not be eligible to serve more than one two-year term in the treasurer position.

Any individual wishing to run for the office of President must have served a minimum of 1 year in another PTO Board officer position.

**Section 2. Nominating Committee:**

The nominating committee will be composed of at least four members, one of whom is a current officer or the immediate past president, as selected by the Executive Board, and at least three of whom are volunteers from the members at large. The president shall appoint a chair pro team who shall call the first meeting. The committee shall elect its own chair.

The nominating committee shall nominate one person for each office to be filled and report its nominees at the election meeting at which time additional nominations may be made from the floor. In order to be nominated a person must be a PTO member in good standing.

Only those persons who have consented to serve if elected shall be nominated for or elected to such office.

Members of the nominating committee may be elected to office.

**Section 3 – Nominations Report to Board.** The Nominating Committee shall report to the Board the names of candidates for each office at least 7 days prior to the election, which will be held by send home ballot to the general membership.

**Section 4 – Election Notice, Procedure and Supervision.** The Nominating Committee shall inform the General Membership of the upcoming election and the election procedures, and is responsible for supervising all elections. The Nominating Committee will publish names of nominees in the PTO newsletter, and post notice at the School office.

**Section 5. Election:**

Elections for all officers shall be held via send home ballot prior to the first annual meeting.

A member whose dues have not been paid at least 30 days prior to the annual election meeting may not vote in the annual election of officers.

**Section 6 – Vacancies.** A vacancy occurring in any office shall be filled for the remainder of the term by a person elected by a majority vote of the executive board.

**ARTICLE VIII: DUTIES OF OFFICERS**

**Section 1.** The President shall preside at all 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 the officers and committees so that the purpose of the organization is served. Shall attend School Advisory Council (SAC) meetings or shall designate an appropriate board member.

**Section 2.** The Vice-President shall act as aide to the president and shall perform the duties of the president in the absence or disability of that officer. Oversee committees, train committee chairpeople, and be a liaison between committee chairpeople and the executive board.

**Section 3.** The Director of Fundraising shall coordinate the annual PTO Patron fund-raiser and oversee all fund-raisers of the organization. Lead the annual membership drive. Oversee fundraising selection, planning, and evaluation

**Section 4.** The Director of Communications shall record the minutes of all meetings of the PTO and of the executive committee and board and shall oversee the internal and external communications of the organization. The Director of Communications shall work with the publicity committee chair to promote all events sponsored by the organization and shall perform such other duties as may be delegated and oversee the PTO newsletter and Social media.

**Section 5.** The Director of Finance shall have custody of all of the funds of the PTO; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the organization. Three signatures should be on file at the bank, with one signature on checks and a second authorized entity approving each expenditure. The Director of Finance shall present a financial statement at every meeting of the organization and at other times when requested by the executive board and shall make a full report at the annual meeting. The Director of Finance shall submit the required forms including the IRS 990 and information to Federal and State agencies in order for the PTO to maintain IRS 501(c)3 tax exempt status with the State of Florida. The PTO finance accounts shall be examined annually by an auditor or a financial review committee of not less than three members who, satisfied that the annual report is correct, shall sign a statement of that fact at the end of the report. The financial review committee shall be appointed by the executive board. The committee's report shall be given at the next regular meeting after the audit is completed.

**Section 6.** The Volunteer Coordinator shall recruit, train, recognize and monitor volunteers in roles that support KLES staff, students and PTO events. Serve as a link between the schools' volunteer needs, parent or community resources and as a liaison to the PTO. Identify volunteer needs, greet and enroll volunteers, problem-solve on their behalf and track volunteer activity. Respect confidentiality of volunteers, staff, administrators, students and recipients of volunteer services. Promote a positive and inviting atmosphere for the school's' volunteer program.

**Section 7.** The Business Partner Coordinator serves as the direct liaison between the school, its partners, and the Leon County School Volunteer Office, assesses teacher and school-wide needs for partner involvement, meets with prospective partners to delineate specific terms for partnership activities. The Business Partner Coordinator attends meetings as appropriate (county partner coordinator training and Executive Board meetings), maintains records of partner activities to include the signing and processing of the School-Community Partnership Agreement form for the current school year, the completing of volunteer applications on partners who volunteer on campus, and compiling of quarterly partner reports for LSV office, plans and implements partner recognition activities for the school and collects articles and photographs of partner activities to be used in school or district

**Section 7.** All officers shall:

Perform the duties prescribed in these bylaws and by the parliamentary authority adopted by this PTO.

Deliver to their successors all official material not later than ten (10) days following the end of the school year.

#### **ARTICLE IX: TERM OF OFFICE**

**Section 1.** Any person holding an elected or appointed position in this organization shall serve a one year term or until a successor is elected or appointed, with the exception of the treasurer who shall serve a two year term.

**Section 2.** All Officers shall assume their duty upon the end of the school year with the exception of the Director of Finance as outlined in Article VII, Section 1.

#### **ARTICLE X: EXECUTIVE BOARD**

**Section 1.** The executive board shall consist of the officers of the organization, the chairs of standing committees and the principal of the school or a representative appointed by him/her. The chair of the standing committees shall be selected by the officers of the organization and the principal of the school or his representative. The members of the executive board shall serve until the election and qualification of their successors.

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

To transact necessary business in the intervals between PTO meetings and such other business as may be referred to it by the organization.

To create standing committees.

To approve the plans of work of the standing committees.

To present a report at the regular meetings of the association.

To prepare and submit to the organization for approval a budget for the fiscal year.

To approve routine bills within the limits of the budget.

To fill vacancies of elected positions.

**Section 3.** Regular meetings of the executive board shall be held monthly during the school year, the time to be fixed by the board at its first meeting of the year. Seven(7) members of the executive board shall constitute a quorum. Special meetings of the executive board may be called by the president or by a majority of the members of the board.

#### **ARTICLE XI: EXECUTIVE COMMITTEE**

**Section 1.** The executive committee shall consist of the elected officers of the organization.

**Section 2.** The duties of the executive committee shall be to transact emergency business in the interval between executive board meetings.

**Section 3.** The majority of the executive committee shall constitute a quorum.

**Section 4.** Meetings of the executive committee shall be held as needed.

#### **ARTICLE XII: STANDING AND SPECIAL COMMITTEES**

**Section 1.** The executive board may create such standing committees as it may deem necessary to promote the Purposes and carry on the work of the organization. The term of each chair shall be one year and/or until the election and qualification of a successor.

**Section 2.** The chair of each standing committee shall present a plan of work to the executive board for approval. No committee work shall be undertaken without the consent of the executive board.

**Section 3.** The power to form special committees and appoint their members rests with the association and the executive board.

**Section 4.** The President shall be a member ex-officio of all committees except the nominating committee.

#### **ARTICLE XIII: FISCAL YEAR**

The fiscal year of the PTO shall begin on July 1 and end on the following June 30.

#### **ARTICLE XIV: AMENDMENTS**

**Section 1 – Amendments.** Amendments to these Bylaws shall be put before the General Membership for a vote at General Membership meetings.

**Section 2 – Procedure.** Amendments may originate from the Board or by petition signed by ten (10) members of the PTO. In either case, the written amendment must be furnished Presented no later than thirty (30) calendar days prior to the General Membership meeting in which a vote thereon shall be held in order to be put on the ballot. Notice that such amendment is up for consideration will be posted in the next regularly scheduled School newsletter prior to the meeting and at the School office one (1) full week prior to it appearing on the ballot.

**Section 3 – Voting.** An affirmative vote of two-thirds (2/3) of those voting shall be necessary to adopt an amendment.

#### **ARTICLE XV: MISCELLANEOUS**

**Section 1 – Gender.** As used herein, references to one gender shall include the other gender.

**Section 2 – Reference.:** As used herein, references to the Principal, the staff or the teachers shall be to the Principal, staff and teachers of Killearn Lakes Elementary School, Tallahassee, Florida.

#### **ARTICLE XVI: DISSOLUTION**

**Section 1.** Upon dissolution of this organization, for whatever cause, the assets thereof shall be distributed as required by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of any future United States revenue law, as amended, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

### **Amendment A: Conflict of Interest Policy**

#### **Article I: Purpose**

The purpose of the conflict of interest policy is to protect Killearn Lakes Elementary PTO, Inc. (organization) 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.

#### **Article II: Definitions**

**Interested Person** Any director, principal director, officer, or any 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 businesses, 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,

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.

#### **Article III: 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**

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.

#### **Violations of the Conflicts 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 the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV: 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.

#### **Article V: 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.

#### **Article VI: 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.

#### **Article VII: 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:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and 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 in an excess benefit transaction.

**Article VIII: 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.

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