

Idlewild Elementary
1950 Linden Avenue
Memphis, TN 38104
Parent Teacher Organization (PTO) ByLaws
Adopted: 07/27/2015

Article I: The name of the organization is Idlewild Elementary School PTO, Inc.

Article II: The PTO is organized for the purpose of the following:

- Provide physical, financial, emotional, and educational support to the students, administration, and teachers.
- Promote school pride, inform parents, and encourage school participation.
- Unite parents and staff into one cohesive group.
- Promote communication among parents, teachers, and administrators to ensure that school needs and priorities- from a parent's point of view are being addressed.
- Promote a positive image of Idlewild Elementary School, both at the school and within the community.
- Promote awareness and appreciation of the school's diverse population among parents, teachers, students, administrators and the community.

Article III: Members

Section 1. 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 and any teacher employed at the school 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 before the meeting to be considered a member in good standing with voting rights.

Article IV: Officers and Elections

Section 1. The officers shall be a President, Vice President, Secretary, Treasurer, Social Media Administrator, Bonus Bucks Coordinator, Past President and Faculty Representatives.

a. President. The President of the PTO shall preside at all meetings of the organization. He/she shall help coordinate all committees of the PTO. The president shall also perform all other duties as may, from time-to-time, be incidental to said office. The president shall be an ex-officio member of all committees except nominating.

b. Vice President. The Vice President shall assist the president as he/she may request. Upon the office of President being temporarily vacant, the Vice President shall act as president. The Vice President must preside over PTO meetings in the case of the president's absence. The Program chairman must work within the budget of the PTO's guidelines. The Vice President shall also perform other such duties as assigned to him/her by the organization.

c. Secretary. The Secretary shall record the minutes of all meetings of the organization and shall present them at the next consecutive meeting for approval. The secretary must compile files of any corrections or additions to the minutes. He/she must keep an accurate record of all PTO meetings and submit PTO meeting notes to the Principal.

d. Treasurer. The Treasurer shall receive all monies of the organization. The treasurer shall keep all receipts and expenditures as well as accurate records of these monies in books owned by the PTO. He/she shall deposit all monies in the name of the organization in such depositories as designated by the organization. In addition, the treasurer will disburse the funds of the organization as ordered by the board of directors, taking proper vouchers for such disbursements, and will render to the president and board of directors at regular meetings or whenever required, an account of the transactions and of the financial condition of the organization. The books may be audited by 3 members in April.

e. Social Media Administrator. The Social Media Administrator shall manage the PTO website along with social network sites including Facebook and Twitter. The Social Media Administrator shall monitor, analyze, and review the effectiveness of PTO campaigns and work alongside with the PTO members for website content.

f. Bonus Bucks Coordinator. The Bonus Bucks Coordinator shall organize and maintain all label programs, promote the program to parents, collect labels for mailing and work alongside with the Social Media Administrator for website content.

g. Past President. The immediate past president shall serve on the board and may vote.

h. Faculty Representatives. The Faculty Representatives are elected by the faculty in the month of May for the next school year. One teacher may be elected and one from support teachers.

NOTE: The Principal will act as an advisor and represent Idlewild Elementary school. He/she shall present funding requests at meetings for consideration.

Section 2. Nominations and Elections. Elections will be held at the last meeting of the school year. 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. One (1) designated member of the Board that is not on a ballot, along with the Principal shall tally the votes and report back the results to the members on the next day.

Section 3. Record Keeping. All pertinent records (i.e. board applications, committee chair sign up forms, etc.) shall be kept in a designated file cabinet at Idlewild Elementary school. Records shall be purged by the PTO Secretary every three (3) years. This **excludes** all financial records.

Section 4. Eligibility. PTO members are eligible for a Board position based on the following:

- a. President: Must currently hold a chair committee position and have served as a member of the Board.
- b. Vice President: Must have chaired a committee and/or continue to hold a chair committee position.
NOTE: In the event that a Vice President does not want to run for the office of President, any other eligible PTO Board member may apply.
- c. Secretary: Attend at least one (1) Board meeting and chaired a committee.
- d. Treasurer: Must have 2-3 years of accounting, administrative, and bookkeeping experience. Must also be willing to submit to a background check.
- e. Social Media Administrator: Must attend one (1) Board meeting. Must also train with current administrator for one (1) calendar school year.
- f. Bonus Bucks Coordinator: Must attend one (1) Board Meeting.

Section 5. Terms of Office. Officers are elected for one (1) year (June to May) and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one (1) office at a time.

NOTE: If an officer chooses to retain his/her position for a second year and there are no objections, the officer will retain the seat with no vote required.

Section 6. 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 7. Removal from Office. Officers can be removed from office with a quorum at a regular meeting where previous notice has been given.

Article V: Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be on the third Thursday of each month during the school year at 5:45 p.m. in the school's library, or at a time and place determined by the executive board at least one (1) month before the meeting. All PTO members are encouraged and welcomed to attend.

Section 2. Quorum. The majority of the attendees at the meeting.

Article VI: Executive Board

Section 1. Membership. The Executive Board shall consist of the officers, principal, and standing committee chairs.

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. Quorum. Half the number of board members plus one (1) constitutes a quorum.

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 following committees shall be held by the organization: Fundraising, Hospitality, Membership, Communications, Arts and Enrichment, and Family Events.

Section 3. Additional Committees. The board may appoint additional committees as needed.

Article VIII: Finances

Section 1. A 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 over the amount of \$500. Authorized signers shall be the president, and the treasurer.

Section 5. The treasurer shall prepare a financial statement at the end of the year (May), to be reviewed by the PTO Board.

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. Contracts can be signed with PTO Board approval.

Article IX: 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 and a copy shall be listed in the school's library and school's office.

Article X: Dissolution. The organization may be dissolved with previous notice (30 calendar days) and a quorum of those present at the meeting.

Article XI: 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, or fax. Amendments will be approved by a quorum of those present.

Article XII: 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 non-profit 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.