

# **ANGIER SCHOOL PARENT-TEACHER ORGANIZATION (PTO) BY-LAWS**

## **Article I: Name**

The name of this organization, located in Newton, Massachusetts, shall be the Angier School Parent-Teacher Organization, hereafter referred to as the PTO. It shall be an affiliate of the Newton Council of Parent-Teacher Organizations.

## **Article II: Purpose**

The purpose of the PTO shall be to: 1) foster communication, understanding, and cooperation among the parents, teachers and staff in order to benefit all children of the Angier School; 2) support the efforts of the principal, faculty, and School Council in providing an optimal educational experience for all students; 3) provide support and services to the school community; and 4) promote and encourage the support of public school education in the city of Newton.

## **Article III: Policies**

Section 1: The policies of the PTO shall be non-commercial, non-sectarian, and non-partisan. The PTO shall endorse no commercial enterprises or political candidates, nor shall the name of the PTO or its officers in their official capacity be used in connection with a commercial or political concern or for any pursuit other than the regular work of the PTO.

Section 2: The PTO shall provide a forum for the expression of the ideas and concerns of the Angier community. The PTO shall not seek to direct administrative activities of the Angier School or to control its policies.

## **Article IV: Membership and Dues**

Section 1: All parents and guardians of children at the Angier School and all members of the Angier School faculty and staff shall automatically be members of the PTO.

Section 2: Dues shall be voluntary and fixed by the Officers of the PTO.

## **Article V: Membership in Other Organizations**

By vote of the PTO, the PTO may become, on an annual basis, a member of any organization whose purposes are consistent with the purposes of the PTO set forth in Article II hereof, and so long as the said policies are not in conflict with the policies of the PTO as set forth in Article III hereof.

## **Article VI: Duties of Officers and Other Elected Members**

Section 1: President. Two or more individuals who will be referred to as Co-Presidents may share the office of the president. The Co-Presidents shall preside at all meetings of the PTO and the Executive

Board. They shall be ex-officio members of all committees and shall perform all other duties pertaining to the office including providing advance notification of PTO and Executive Board meetings. The Co-Presidents may appoint ad-hoc committees and liaison persons throughout the year when necessary and shall perform all other duties pertaining to the office. The Co-Presidents shall serve as liaisons of the PTO to the principal, to all committees, to the community, and to the Newton PTO Council and the Angier School Council. The books and records of the PTO, except those of the Treasurer, shall be kept in custody of the Co-Presidents and in the Angier School library.

Section 2: Recording Secretary. More than one individual may hold the office of Recording Secretary. The Recording Secretary shall cause to be kept a true record of all meetings of the PTO and Executive Board meetings. The Recording Secretary shall publish the notes of each meeting within fourteen (14) days following each meeting and maintain a file of such minutes in the Angier school library.

Section 3: Treasurer. The Treasurer shall receive all monies of the PTO and shall make authorized disbursements. The Treasurer shall deposit all funds of the PTO in such depositories as may be selected by the Executive Board and shall pay out funds only as authorized by the PTO. The Treasurer shall keep accurate accounts of the funds of the PTO and shall prepare a statement of accounts for every meeting of the PTO and upon request of the Co-Presidents and shall make a full report at the Annual Meeting. The Treasurer shall oversee the preparation of the annual budget and distribute this budget to members of the PTO fourteen (14) calendar days prior to the Annual Meeting. The Treasurer shall keep custody of existing financial books and records and shall prepare or oversee the filing of all fiscal reports of the PTO as may be required to be filed with federal and state agencies from time to time.

Section 4: All officers, committee chairs, and liaisons shall make every effort to attend PTO meetings and to act in good faith in support of the stated purposes of the PTO.

## **Article VII: Elections**

Section 1: Selection Process. The Co-President team, in conjunction with the principal, shall identify and select the incoming co-president. Should there be any disagreement among the Co-President team, final selection defaults to the co-chair(s) remaining in office. Should there be any significant concerns voiced by the community at large and/or the outgoing co-president surrounding this nomination and/or no candidate is identified to fill the Officer role, the Co-Presidents will appoint a Nominating Committee consisting of three to five (3-5) members, only one of whom may be an Officer, who will help identify and recruit a candidate for the Co-President Role.

Section 2: Committee Selection. The Co-Presidents shall hold an open meeting where all members are welcome to attend and brainstorm candidate recommendations to fill the PTO committee slate. The final slate shall be published to the general PTO membership and available for review online at least fourteen (14) calendar days prior to the Annual Meeting.

Section 3: Elections and Term of Office. Election of the PTO Officers for the following year shall occur at the annual meeting of the PTO, which shall be the final meeting of the PTO for that academic year. The term of office shall run from July 1 following the election through June 30 of the following year. The officers shall be elected to hold office for one year and may not hold the same office for more than three (3) consecutive years, except as approved by a majority vote of the PTO members present and voting.

Section 4: Vacancies. The Co-Presidents shall fill a vacancy occurring in a committee at the earliest possible time.

## **Article VIII: Executive Board**

Section 1: The Executive Board of the PTO shall consist of:

1. all Officers of the PTO;
2. the most recent past Co-President of the PTO, as long as he or she is a member;
3. the Principal of the Angier School;
4. two teacher representatives;
5. the Angier School Council Co-Chair(s);
6. a Chairperson from each of Angier's major annual community fundraisers;
7. a Room-Parent Coordinator;
8. METCO Parent Representative;
9. Special Education Committee Chair; and
10. an appointed parent liaison from each grade.

Section 2: The duties of the Executive Board shall be to transact necessary business between meetings of the PTO and other such business as may be referred to it by PTO members.

Section 3: A majority of the Executive Board shall constitute a quorum at any meeting of the Board. An affirmative vote of not less than a majority of all members of the Executive Board present at any meeting at which a quorum exists shall be necessary to pass any motion.

## **Article IX: Committees and Liaison Positions**

Section 1: There shall be such committees and liaison positions created by the Executive Board as may be advisable to promote the objectives and interests of the PTO.

Section 2: The Principal shall be a member ex-officio of all committees.

## **Article X: Duties**

Section 1. There shall be no fewer than four (4) regular meetings of the PTO during the school year. Members of the PTO shall be notified at least fourteen (14) calendar days prior to the date fixed for such meetings. Special meetings of the PTO may be called at the discretion of the Co-Presidents or the Principal. The purpose of such special meetings shall be clearly stated in the notice of such meetings. Reasonable notice, under the circumstances of such meetings, shall be given to the members.

Section 2. The Annual Meeting of the PTO shall be the final regular meeting of the academic year. Notice shall be provided to the PTO membership fourteen (14) calendar days prior to the meeting and shall include the list of nominees for Officers and Committee Chairs as well as the proposed budget for the upcoming academic year. The PTO membership shall elect the officers and committee chairs and approve the budget for the upcoming academic year at the Annual Meeting.

Section 3. The duties of the PTO shall be to transact necessary business, to approve the plans and programs of the standing committee chairpersons, and to approve the expenditure of PTO funds for normal operating expenses.

Section 4. A quorum of any fifteen (15) PTO members shall be required to vote on any issue at a general PTO meeting. An affirmative vote of not less than a majority of all members present at any meeting at which a quorum exists shall be necessary to pass any motion.

Section 5. Special or temporary committees may be appointed by the Co-Presidents and/or the PTO; the Co-Presidents and/or the PTO may invest such committees with powers and duties as it may see fit.

Section 6. Every member of the PTO and every member of the Executive Board shall have one vote on the PTO and Executive Board, as the case may be, regardless of whether s/he is sharing a position with any other person, and regardless of whether s/he is holding more than one position.

## **Article XI: Parliamentary Authority**

The rules contained in Roberts' Rules of Order Revised shall govern the PTO in all cases in which they are applicable.

## **Article XII: Finance**

Section 1. The drawing of checks shall be made by the Treasurer or Co-President, or by such other Officer of the PTO as may be authorized by the Executive Board. The Officers shall have the authority to expend funds in an emergency, not to exceed \$500.00. The Officers shall report in writing the making of any such expenditure to the PTO within fourteen (14) calendar days.

Section 2. The Co-Presidents shall, if required, or requested by the Executive Board, appoint an auditor to review the books of the PTO.

## **Article XIII: Indemnification**

No member or officers of the Angier PTO shall be personally liable for any debt, liability, or obligation of any kind of the Angier PTO. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Angier PTO may look only to the funds and property of the Angier PTO for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Angier PTO.

## **Article XIV: Compliance with the Internal Revenue Code**

Section 1: Notwithstanding any other provision of these Articles, the PTO is organized exclusively for one or more of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 (IRC) as amended and shall not carry on any activities not permitted for an organization exempt from Federal income tax under IRC Section 501 (c) (3) or corresponding provisions of any subsequent federal tax law.

Section 2: No part of the net earnings of the PTO shall inure to the benefit of any Member or officer of the PTO or any private individual (except that reasonable compensation may be paid for services rendered to or for the PTO), and no Member or officer of the PTO, nor any private individual, shall be entitled to share in the distribution of the PTO's assets upon dissolution.

Section 3: No substantial part of the activities of the PTO shall be carrying on propaganda, or otherwise attempting to influence legislation on behalf or in opposition to any candidate for public office.

Section 4: The PTO shall not participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 5: In the event of dissolution, all of the remaining assets and property of the PTO shall, after paying or adequately providing for the debts and obligations thereof, be distributed to another charitable organization, foundation or non-profit fund exempt for Federal tax under IRC Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax law.

# Article XIV: Amendments

These By-Laws may be amended at any meeting of the PTO by a two-thirds vote of the members present and voting, provided fourteen (14) days written notice of the proposed amendment has been given.

Revised March 2006

## ANGIER SCHOOL PARENT-TEACHER ORGANIZATION CONFLICT OF INTEREST POLICY

### Article I

#### Purpose

The purpose of the conflict of interest policy is to protect the Angier School Parent-Teacher Organization's (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

##### **1. 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

**2. 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 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

### **1. 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.

### **2. 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.

### **3. 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 a 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.

### **4. Violations of the Conflicts 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.

# Article IV

## **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.

## **Article V**

### **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.

## **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:

- 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.

## **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:

- 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.

## **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.