

Bylaws of Mills Lawn School PTO

ARTICLE I: NAME & PURPOSE

Section 1: NAME - The name of the organization shall be Mills Lawn School (MLS) Parent Teacher Organization (PTO).

Section 2: PURPOSE - The MLS PTO is an all-volunteer nonprofit 501(c)(3) organization that strives to support students, families, and teachers. The PTO works to ensure that all Mills Lawn students have access to full participation in Mills Lawn school, class, and grade-wide activities.

ARTICLE II: MEMBERSHIP

Membership shall be automatically granted to all parents and guardians of MLS students, plus all staff at MLS. There are no membership dues. Board members and committee chairs have voting privileges.

ARTICLE III: OFFICERS

Section 1: EXECUTIVE BOARD – The Executive Board shall consist of the following officers: President, Vice President, Secretary, Communications, Treasurer, Fundraising, and Diversity, Equity and Inclusion Coordinator.

Section 2: TERM OF OFFICE – The term of office for all officers is one year, beginning June 1st and ending May 31st of the following year.

Section 3: QUALIFICATIONS – Any PTO member in good standing may become an officer of the PTO.

Section 4: DUTIES

Executive Board: Develop the PTO's annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, and approve by majority vote of the Board unbudgeted expenditures of no more than \$100. Duties for at the beginning of the term of office.

President: Preside at general PTO meetings and Executive Board meetings, serve as the official representative of the PTO, retain all official records of the PTO.

Vice President: Oversee the committee system of the PTO, assist the President, prepare agendas for official PTO meetings, and chair meetings in the absence of the President.

Secretary: Record and distribute minutes of all Executive Board meetings and general PTO meetings, and manage electronic records on Google Drive for the PTO.

Communications: Manage communications and marketing for the PTO, including but not limited to PTO newsletters, emails, website, social media, etc.

Treasurer: Serve as custodian of the PTO's finances, collect revenue, pay authorized expenses, follow all financial policies of the PTO, and hold all financial records.

Diversity, Equity & Inclusion Coordinator: Provide resources and guidance to adjust PTO practices, policies, and programs to support diversity, equity and inclusion.

Fundraising: Plan and organize fundraising activities for the PTO, present proposed fundraising activities at meetings for approval, and maintain donation records.

Section 5: BOARD MEETINGS – The Executive Board shall meet annually during the school year, or at the discretion of the President.

Section 6: REMOVAL – An officer can be removed from office for failure to fulfill their duties after reasonable notice, by a majority vote of the Executive Board.

Section 7: VACANCY – If a vacancy occurs on the Executive Board, the President shall appoint a PTO member to fill the vacancy for the remainder of the officer's term.

ARTICLE IV: MEETINGS

Section 1: GENERAL PTO MEETINGS – General PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.

Section 2: VOTING – Each board member and committee chair is eligible to one vote. Absentee and proxy votes are allowed.

Section 3: QUORUM – A quorum shall be five members of the organization.

ARTICLE V: FINANCIAL POLICIES

Section 1: FISCAL YEAR – The fiscal year of the PTO begins June 1 and ends May 31 of the following year.

Section 2: BANKING – All funds shall be kept in a bank account in the name of Mills Lawn PTO, requiring two signatures of the Executive Board and held at a local financial institution.

Section 3: REPORTING – All financial activity shall be recorded in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The PTO shall arrange an independent review of its financial records each year.

Section 4: ENDING BALANCE – The organization shall leave a minimum of \$2000 in the treasury at the end of each fiscal year.

Section 5: CONTRACTS – Authority to sign contracts is limited to the President or the President’s designee.

ARTICLE VI: DISSOLUTION

In the event of dissolution of the PTO, any funds remaining shall be donated to Mills Lawn Elementary.

ARTICLE VII: PARLIAMENTARY AUTHORITY

The authority for this organization shall be Robert’s Rules of Order Newly Revised.

ARTICLE VIII: 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 IV: AMENDMENTS

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting. Two-thirds (2/3) approval of all members present and voting is required to adopt an amendment to the bylaws.

ARTICLE X: 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:

- 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 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 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:

- 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.

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.

These bylaws were adopted on 12/11/23