

Mount Vernon Elementary PTO, Inc.

Organization By-Laws

Adopted April 11, 2022 by the Executive Committee (as defined below) in accordance with the previous by-laws. These By-Laws hereby supersede all prior By-laws of the organization and any other oral or written agreements, commitments, or understandings concerning the matters provided for herein.

Article I – Name

The name of the organization shall be Mount Vernon Elementary PTO, Inc.

Article II – Purpose

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Said organization shall support the education of the children at Mount Vernon Exploratory School (f/k/a Mount Vernon Elementary School) (hereinafter “the School”) by fostering relationships among the school, parents, and teachers.
- b. Upon dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

Article III – Members

- a. Any parent, guardian, or other adult standing in loco parentis for a student at the School shall be deemed to be a member.
- b. Any teacher or staff member of the School shall be deemed to be a member.
- c. Dues, if any, will be established by the Executive Committee. 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.
- d. In the event a member desires not to be a member, he or she may remove himself or herself from membership by delivering, in person or by email, written notice to any member of the Executive Committee.

Article IV – Officers and Elections

Section 1: Officers – The officers of said organization shall be a President, Vice President, Secretary, Treasurer, and Past President and shall be referred to collectively as the “Executive Committee.”

- a. President – the president shall prepare the agenda and preside over meetings of the organization and the Executive Committee, shall serve as the primary contact for the principal, shall represent the organization at meetings outside the organization, shall serve as an ex officio member of all committees, and shall coordinate the work of all the officers and committees so that the purpose of the organization is served.
- b. Vice President – the vice president shall assist the president and carry out the president’s duties in his or her absence or inability to serve.
- c. Secretary – The secretary shall keep all records of the organization, take and record minutes, handle correspondence, and send notices of meetings to the membership. The secretary shall also keep a copy of the minutes book, by-laws, and any other necessary supplies and bring them to meetings when necessary.
- d. Treasurer – The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Committee. He or she shall present a financial report when requested by the Executive Committee, and shall make a full report at the end of the school year.
- e. Past President – The past president shall support the President.

Section 2: Nominations and Elections –

- a. Nominations for any open position on the Executive Committee shall be received in a box so marked located in the front office of the School.
- b. Elections will be held at the last meeting of the school year or at a specially called meeting for such purpose. Notice of elections shall be sent to the members at least 7 days prior to the date of the election via any means approved by the Executive Committee. Any voting member in good standing who desires to vote must cast his or her vote in writing and place it in a box so marked located in the front office of the School. Votes must be cast by the time specified in the notice. Elections shall be held via secret ballot. The nominee with the most votes shall be deemed the winner.
- c. In the event of a tie, a runoff election shall be held at a time determined by the current Executive Committee and notice of the date of election shall be sent to members at least 7 days prior to the date of the election via any means approved by the Executive Committee.

Section 3: Eligibility – Members are eligible for office if they are members in good standing at least 14 calendar days before the date of the election.

Section 4: Terms of Office – Secretary and Treasurer shall serve 2-year terms. Vice President shall assume the role of President the following year. Each person elected shall hold only one office at a time. No person shall serve two consecutive terms in the same office; provided however that an officer appointed to fill a vacancy as described below shall be eligible for nomination and election to the office to which he or she was appointed for the following term, so long as such individual has not previously served in that same office for a regular term.

Section 5: 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 the office of vice president, secretary, treasurer, or past president, the President shall appoint a PTO member to fill the vacancy for the remainder of the term. Said appointed officer shall be eligible to continue in the appointed position for the following full term if nominated and elected to do so, so long as such appointed officer has not previously served in that same office for a regular term.

Section 6: Removal from Office –

- a. Any member of this PTO can request that an elected or appointed officer be removed from office. A request, with reasons, for removal of any officer must be sent in writing to all members of the Board (as defined in Article VI). Within seven (7) days of receiving the written request, the Board shall meet to determine by 2/3 vote whether or not to hold a hearing based solely upon the information presented in the written request. The Board shall communicate its decision in writing within three (3) days to the member who submitted the request.
- b. Prior to a vote for removal from office, the elected or appointed officer is entitled to a hearing before the Board. The elected officer must be notified in writing at least three (3) days prior to the hearing and if that officer fails to appear that individual's right for a hearing is forfeited. Based on the information presented at the hearing, the Board may, by 2/3 vote, recommend removal from office.

Article V – Meetings

Section 1: Regular Meetings - The regular meetings of the Board shall be determined annually and notice of the date and time of such meetings shall be communicated to the members in a manner determined by the Board which may include email, flyer, phone call or notice in the school newsletter.

Section 2: Special Meetings – Special meetings may be called by any two Board members with 24 hours notice.

Section 3: Quorum – In a general meeting the quorum is simply the number of persons present at the time, since they constitute the entire membership at that time.

Article VI – PTO Board

Section 1: Membership – The PTO Board (the “Board”) shall consist of the officers (President, Vice President, Treasurer, Secretary, and Past President), as well as the Principal and Teacher of the Year as non-voting advisory members.

Section 2: Duties – The duties of the Board shall be to transact business between meetings in preparation for the general meetings, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills and expenditures, and prepare reports and recommendations to the membership.

Section 3: Meetings – Regular meetings shall be held monthly, on the same day and at the same time each month if possible, as determined by the Board. Special meetings may be called by any two Board members with 24 hours notice.

Section 4: Quorum – In a Board meeting a quorum is defined as 3 Executive Committee members and the Principal or designee.

Section 5: Voting – Any issue requiring a vote may be voted on in a regular meeting, a special meeting, or electronically.

Article VII – Committees

Section 1: Membership – Committees may consist of members and Executive Committee members, with the President acting as an ex officio member of all committees.

Section 2: Committees – The Executive Committee may appoint committees as needed, including but not limited to fund raising committees.

Article VIII – Finances

Section 1: Budget – A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the Executive Committee.

Section 2: Records –The treasurer shall keep accurate records of any disbursements, income, and bank account information. The organization’s checking account shall be reviewed each August by the Executive Committee.

Section 3: Executive Committee Approval –The Executive Committee shall approve all expenses of the Organization. Any withdrawal from the organization’s money market account shall require a majority vote of the Executive Committee.

Section 4: Signatures –All members of the Executive Committee shall be authorized signers for the organization.

Section 5: Financial Statement – The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Executive Committee annually and by an independent auditor at the expiration of the term of each outgoing Treasurer.

Section 6: Dissolution – Upon the dissolution of the Organization assets shall be distributed to Mount Vernon Exploratory School for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. If Mount Vernon Exploratory School does not meet this requirement at the time of dissolution, then an organization meeting these requirements will be identified by the Board.

Section 7: Fiscal Year – The fiscal year shall be July 1st to June 30th of each calendar year.

Section 8: Money Counts – All money counts shall be conducted by two individuals of the organization.

Article IX – Parliamentary Authority

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

Article X – Standing Rules

Standing rules may be approved by the Executive Committee, and the Secretary shall keep a record of the standing rules for future reference.

Article XI – Dissolution

The Organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XII – 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, email, school newsletter, or flyer. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – 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 –

- 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
 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 3. A potential ownership interest 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 –
 1. 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.
 2. 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.

3. 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.
 4. 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 –
1. 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.
 2. 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 the 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, 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 executive board member 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 or 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.