

BYLAWS
of
HAYNES CHARTER FOR ENRICHED STUDIES
PARENT TEACHER ORGANIZATION (PTO)

The Haynes Charter for Enriched Studies bylaws as adopted in the year 2011 were created prior to the organization's approval of its non-profit status. In order to ensure agreement with the IRS codes governing non-profit organizations (501c3 status), specifically PTO organizations, and to ensure the organization operates in like manner to other PTO organizations, the template provided by the national organization PTO Today was used as a model. The extensive additions and deletions warranted the creation of a new document. These bylaws supersede any previous bylaws and were adopted on September 18, 2014 as reflected in the meeting minutes where these bylaws were voted upon by a quorum as outlined in this document in Article V, Section 3.

ARTICLE I – NAME

The name of the organization shall be Haynes Charter for Enriched Studies Parent Teacher Organization, or Haynes Charter PTO. The PTO works in cooperation with the Haynes Charter for Enriched Studies Elementary School located at 6624 Lockhurst Street, West Hills, CA 91307.

ARTICLE II – PURPOSE

The PTO is organized for the purpose of supporting the education at Haynes Charter for Enriched Studies Elementary School by fostering relationships among the school, parents and teachers.

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.

Section 2: All staff employed at the school may be a member and have voting rights.

ARTICLE IV – OFFICERS AND ELECTIONS

Section 1: Officers - The officers shall be a President, Vice-President, Secretary, Treasurer, Event Coordinator, and Room Parent Coordinator. In accordance with the IRS 501c3 regulations, there is no minimum requirement for the number of officers on the board. In order to effectively conduct the business of the organization, the minimum offices required to maintain the organization shall be the President, Secretary, and Treasurer. Officer positions can be shared. The School Principal is a voting member of the Executive Board.

- a. **President** – The president shall preside over 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, and coordinate the work of all 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, prepare the agenda, handle correspondence, and arrange for notices of meetings to the membership. The secretary also keeps the Meeting Folder up to date, including copies of the minutes, bylaws, rules, and brings the folder to meetings.
- d. **Treasurer** – The treasurer shall receive all funds of the organization, keep accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. He or she will present a financial statement at every meeting and at other times of the year when requested by the Executive Board, and make a full report at the end of the year.
- e. **Event Coordinator** – The Event Coordinator shall coordinate fundraising efforts decided upon by the Executive Board. The Event Coordinator is not required to head every fundraising effort, and may convene a committee or enlist a chair.
- f. **Room Parent Coordinator** – The Room Parent Coordinator shall assist teachers, where necessary, in obtaining a designated Room Parent for their classroom. The Room Parent Coordinator shall endeavor to communicate the activities of the PTO. Such endeavors may include communications, meetings, or other manner through which securing individual room involvement is maximized. The position may also include active recruitment for events and/or volunteer activities.

Section 2: Nominations and Elections

- a. Nominations should open one month prior to the election and last five days.
- b. Nominees should receive their Acceptance of Nomination form within 5 days of the close of nominations and distributed in total on the same day.
- c. Acceptance of the Nomination for each position should be turned in in 5 school days prior to the election.
- d. Elections should be held two weeks prior to the last instruction day for the year.
- e. The election itself should be held one hour in the morning and one hour in the late afternoon or evening to allow the largest number of members to cast their vote.
- f. Each PTO member shall vote only once in the election.
- g. A ballot should include all nominees who have turned in their signed and accepted Acceptance of Nomination Form.
- h. Ballots should be anonymous.
- i. A school staff member not on the ballot and a PTO Board Member not on the ballot should be present to collect ballots in a ballot box to maintain vote anonymity.

- j. The Principal or staff designee plus one Executive Board member not on the ballot should count the votes the first morning following the election.
- k. The candidate with the majority of votes will hold the position for the following year.
- l. Every effort should be made to notify candidates of the election result pertinent to their office, using the established means of communication.
- m. Following attempted candidate notification, regardless of success, the results of the election shall be posted by the established means of communication.
- n. In the event of a tie for any office, a run-off election will be held within 5 days, using the same election processes, excluding the nomination process.

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

Section 4: Terms of Office – Officers are elected for one school year. Each person elected shall hold only one office at a time.

Section 5: Vacancies – If there is a vacancy in the office of the president, the vice president will become the president. If there is a vacancy in any other office, Executive Board members shall decide on candidates to fill the vacancy at any time during the year.

Section 6: Removal from Office - Officers may be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum of Executive Board members) at a regular meeting where previous notice has been given.

ARTICLE V – MEETINGS

Section 1: General PTO Meetings – General PTO meetings should be held monthly, on an established regular schedule, to be determined by the Executive Board, based on the likelihood of an Executive Board quorum and the availability of the Principal. The Executive Board may also change the established regular meeting day and time at least five days ahead of the scheduled meeting. There should be a minimum of 5 meetings per year. A member may request to have a topic added to the agenda at least two days prior to the meeting. The topic should differ from existing agenda items. A member may speak on a PTO-related issue. Each member should have a time limit of 2 minutes. Time may be kept by an Executive Board member.

Section 2: Special Meetings. Special meetings may be called by the president, any two members of the Executive Board, or five general members by submitting a written request to the secretary. Notice of the special meeting shall be sent to members at least 10 days prior to the meeting.

Section 3 – Quorum for the Purposes of Voting, excluding Officer Elections – One member more than one-half the Executive Board plus five (5) members of the PTO present and voting, constitute quorum for the purpose of voting, excluding Officer Elections.

ARTICLE VI – EXECUTIVE BOARD

Section 1: Membership - The Executive Board shall consist of the officers and the Principal.

Section 2: Duties - The duties of the Executive Board shall be to transact business between meetings which may include: prepare for a general meeting, create standing rules and policies, create standing and temporary committees, approve routine bills, and prepare reports and recommendations to the membership.

Section 3: Meetings - Executive Board meetings may be scheduled during the year at any time, as necessary.

Section 4: Quorum – Half the number of Board members plus one constitutes a quorum.

Section 5: Contract - Contract signing authority is limited to the President or the President's designee.

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: Formation - The Board may appoint additional committees as needed.

ARTICLE VIII – FINANCES

Section 1: The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 2: The Board will follow the current PTO Monetary Policies and Procedures. Any changes to the PTO Monetary Policies and Procedures must be approved by the Executive Board and the Principal.

Section 3: The Board will adhere to all IRS regulations regarding the 501c3, non-profit status of the organization, including but not limited to dissolution and tax reporting.

Section 4: The fiscal year shall coordinate with the school year.

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 - AMENDMENTS

These bylaws may be amended at any regular or special meeting, previous notice given through the usual methods of communication. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XI – 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 member 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 member of a committee with Executive 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.
 - 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.
 - iv. 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 Executive Board of committee decides that a conflict of interest exists.

Section 3: Procedures

- a. **Duty to Disclose** - In connection with any actual or possible conflicts 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 Executive 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, the board or committee involved will evaluate and decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest** - After exercising due diligence, the Executive 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. The Executive Board or committee shall determine by a majority vote whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable.
- d. **Violations of the Conflict of Interest Policy** - If the Executive 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 Executive Board

or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Section 4: Records of Proceedings - The meetings of the Executive Board and all committees with board delegated powers shall contain:

- a. The names of the persons present for discussions and votes relating to the transaction or arrangement.
- b. The content of the discussion.
- c. Any alternatives suggested.
- d. A record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a. A voting member of the Executive 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 Executive 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, officer, and member of a committee with Executive Board-delegated powers shall print a hard copy of the bylaws and PTO Monetary Policies and Procedures and sign a statement that affirms that such person:

- a. Has received a copy of the conflict of interest policy.
- b. Has read and understood the policy.
- c. Has agreed to comply with the policy.
- d. 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. Annual Review - 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, an annual review shall be conducted at the final Executive Board Meeting. The annual review 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 - The organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Executive Board of its responsibility.