

TCAPS Montessori PTO Bylaws

Adopted January 19, 2021

ARTICLE I – NAME, DESCRIPTION & PURPOSE

Section 1. Name. The name of the organization shall be the TCAPS Montessori PTO.

Section 2. Description. The corporation is organized exclusively for charitable and educational 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 the corresponding section of any future federal tax code.

Section 3. Purpose. The specific purpose for which this corporation is organized is to strengthen and enrich the educational and social environment of our school. This will be done by providing resources to classrooms and staff of said school, and by encouraging involvement of school families.

ARTICLE II – MEMBERSHIP AND DUES

Section 1. Membership. Any parent, guardian, or other adult standing in loco parentis for a student at the school shall be considered a member and shall have voting rights. The principal and any staff member employed at the school shall be considered a member and have voting rights.

Section 2. Dues. Dues, if any, will be established by the Executive Board. 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 with voting rights.

ARTICLE III – OFFICERS AND ELECTIONS

Section 1. Officers. The officers shall be president, vice president, secretary, and treasurer. Officer positions may be shared. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

a. President. The president shall preside over meetings of the organization and executive board, serve as primary contact for the principal, represent the organization at meetings outside the organization, serve as ex officio member of all committees except the nominating committee, and 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. The vice president shall also oversee the committees of this organization.

c. Secretary. The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary shall keep a copy of the minutes book, bylaws, rules, procedures, membership list, and any other necessary supplies, and bring them to meetings.

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 board. The treasurer shall hold all financial records. The treasurer shall present a financial statement at every regular meeting and other times of the year when requested by the executive board, and make a full report at the end of the year.

Section 2. Eligibility. Members are eligible for office if they are 18 years of age or older and members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 3. Nominations and Elections. Elections will be held at the Annual Meeting each year. The nominating committee shall select a candidate or candidates for each office and present the slate at a meeting held one month prior to the election. At that (April) 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.

Section 4. Terms of Office. The term of office for all officers is one (1) year, beginning July 1 of the year elected and ending June 30 of the following year. No officer may serve more than three (3) consecutive terms in the same office.

Section 5. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

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, the Executive Board may fill the vacancy with a member in good standing through an election at the next regular meeting.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings. Regular Board meetings shall be held at least four (4) times per year, including an annual meeting in May, to be determined by the board. The Secretary will notify members of the meetings via email, flyers or phone at least two (2) weeks prior to the meeting.

Section 2. Special Meetings. Special meetings may be called by the President/s, any two members of the executive board, or five general members submitting a written request to the Secretary. Notice of the special meeting shall be sent to the members at least two (2) days prior to the meeting, by email, flyer, or phone calls.

Section 3. General Membership Meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. The quorum shall be 5 members of the organization.

ARTICLE V – 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 general meetings, 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.

ARTICLE VI – COMMITTEES

Section 1. Membership. Committees may consist of general members and board members, with the president acting as ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Nominating, Audit. The treasurer may not be a member of the Audit committee.

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

ARTICLE VII – FINANCES

Section 1. Annual Budget. A tentative budget shall be drafted by August 31 for the school year and approved at a regular meeting no later than October 31 by a majority vote of the members present.

Section 2. Financial Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. Expenses. The board shall approve all expenses of the organization.

Section 4. All funds shall be kept in a checking account in the name of TCAPS Montessori PTO, and held at a local financial institution. Two authorized signatures, including that of either the president or treasurer, shall be required on each check or withdrawal over the amount of \$200. Authorized signers shall be the president, vice-president, treasurer, and secretary. Any purchase by debit card over the amount of \$200 shall require documentation of approval by two authorized signers, including that of either the president or treasurer.

Section 5. The treasurer shall prepare a financial statement at the end of the fiscal year, to be reviewed by the Audit Committee.

Section 6. The fiscal year shall begin July 1st.

Section 7. The organization shall leave a minimum of \$5,000 in the treasury at all times, and \$10,000 in the treasury at the end of each fiscal year.

Section 8. Contract signing authority is limited to the president or president's designee.

Section 9. Upon the dissolution of the organization, any remaining funds shall be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern meetings when they are not in conflict with the organization’s bylaws or any other special/standing rules.

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.

ARTICLE X – DISSOLUTION

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

ARTICLE XI – AMENDMENTS

These bylaws may be amended at any regular or special meeting, provided that a minimum of thirty (30) days previous notice is given by the secretary to all members of the organization. Notice may be given by postal mail, email, or hard copy. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

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 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:

- 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 incurrence, 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.