

BYLAWS

HONEY BROOK ELEMENTARY CENTER PARENT TEACHER ORGANIZATION

Article I. Name

The legal name of this organization shall be Honey Brook Elementary Center Parent Teacher Organization.

Article II. Purpose

The purpose of this non-profit organization, organized exclusively for the charitable and educational purposes, shall be to open the channels of communication and bring closer the relationship between the education center and the community in order to secure for every child the highest advantages in physical, mental and social education. Strengthen the relationship between parents and teachers so they may cooperate effectively in the training of the children. The organization shall work with the school to provide quality education for all children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the boards of education.

Article III. Members

Section 1. Membership shall be open to all members of the community and all members of the faculty and administrative personnel of the Honey Brook Elementary Center. This organization shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Section 2. Dues for each family and all members of the faculty and administrative personnel shall be established by the executive board annually.

Article IV. Officers and Elections

Section 1. Officers. The executive board of this organization shall be a president, vice president, a secretary and a treasurer. All officers shall perform the duties outlined in these bylaws and those assigned from time to time. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the President within ten (10) days, all records, books and other materials pertaining to the office, and shall return to the treasurer within ten (10) days, all funds pertaining to the office. At least one officer shall be present when any monies are counted or collected at any organizational function. Family members cannot serve simultaneously on the executive board. Immediate examples include but are not limited to:

- Spouse - Spouse
- Parent - Child
- Sibling - Sibling

a. President. The president shall preside over meetings of the organization and of the executive committee, 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 except the nominating committee, provide the final regular meeting agenda, 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 act as an aide to the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall assign the home room parents, develop the volunteer list for each committee and keep the PTO bulletin board in the Honey Brook Elementary Center lobby up to date.

c. Secretary. The secretary shall keep all records of the organization, have a current copy of the bylaws, and attend to all matters pertaining to the official correspondence of the organization. The secretary will prepare the agenda then forward to the executive board one week prior to each regular meeting. The secretary shall take and record minutes of all meetings of the organization, submit completed minutes to be posted on the PTO page of the Honey Brook Elementary Center website, maintain a membership list, and take attendance at all meetings.

d. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and shall have the authority to pay all bills approved by the president or executive board in accordance with the budget adopted by the organization on a check signed by either the President or the Treasurer. The treasurer will present a statement of account and financial statement at every meeting and at other times of the year when requested by the executive board. The treasurer will make a full end of school year report at the May regular meeting. The treasurer will serve as an ex officio member of The Fundraising Committee.

Section 2. Nominations and Elections. The nominations for officers shall be opened at the regular meeting in February of the school year and nominations shall be closed at the regular meeting in March of the same school year. Nominations shall be made for each office separately. First nomination shall be made for President. After all nominations are made for President, the nominations shall be closed. This procedure shall be followed for each office in turn. Elections will be held at the annual reorganization meeting in April of the school year, a ballot vote shall be taken. Any vacancy occurring in any office other than President shall be filled by recommendation of the executive board and approved by majority vote of the membership present at the next regular meeting.

Section 3. Eligibility. Each officer of this organization shall be a parent/guardian of a student attending Honey Brook Elementary Center, have been an active member of the organization for six

(6) months and shall have attended a minimum of at least half the regular meetings prior to nominations.

a. President. To be eligible for the office of president, a person must have served as an executive board officer of the organization during the previous year.

b. Vice President. To be eligible for the office of vice president, a person must have served as chairperson of a standing committee of the organization one (1) full term of the previous year.

c. Secretary. To be eligible for the office of secretary, a person must have served as chairperson of a standing committee of the organization one (1) full term of the previous year.

d. Treasurer. To be eligible for the office of treasurer, a person must have served as chairperson of a standing committee of the organization one (1) full term of the previous year.

Section 4. Terms of office. Officers are elected for one year and may serve no more than three (3) consecutive terms in the same office. Each person elected shall hold only one office at a time.

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. Any vacancy occurring in any officer other than president shall be filled by recommendation of the executive board and approved by majority vote of the membership present at the next regular meeting.

Section 6. Removal from Office. Officers can be removed from office with just cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V. Meetings

Section 1. Regular Meetings. The regular meetings of the organization will be held on the last Tuesday of each month during the regular school year except December, at 7 p.m., or at a time and

place determined by the executive board at least one week before the meeting. The annual reorganization meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

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 executive board.

Section 3. Quorum. The quorum shall be six (6) members of the organization.

Article VI. Executive Committee

Section 1. Membership. The Executive Committee shall consist of the executive board of the organization, chairpersons of the standing committees, the principal of the school, and a member of the school faculty chosen annually by that body.

Section 2. Duties. The duties of the Executive Committee shall be to transact business between meetings in preparation for the general meeting, 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.

Section 3. Meetings. Special meetings shall be determined by the executive board. These meetings may be called by any two executive board members, with 24 hours notice.

Section 4. Quorum. Half the number of executive board members plus one constitutes a quorum.

Article VII. Committees.

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

Section 2. Standing Committees. The chairperson of each standing committee shall be appointed by the president, subject to the approval of the executive board. The following committees shall be held by the organization: Assemblies, Book Fairs, Cash for Trash, Elves Workshop, Fall Festival, Family Fun Nights, Fundraising, Hospitality, Market Day, School Store, Silent Auction, and Yearbook.

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

Article VIII – Finances

Section 1. A tentative budget shall be drafted at the beginning of each school year and approved by a majority vote of the members present at the first regular meeting.

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

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

Section 4. One authorized signature shall be required on each check. Authorized signers shall be the treasurer and the president.

Section 5. The fiscal year for this organization shall be September fifth to September fourth and will coordinate with the school year.

Section 6. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any executive board officer, member, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda

or otherwise attempting to influence legislation, and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted hereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

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 – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. The internal affairs of the corporation shall be regulated by its executive board as described in the Bylaws. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes 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.

Article XI – 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, e-mail, or fax. 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 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.