



ATHENS PTO BYLAWS

21 April 2021

Article I. Name

This Parent Teacher Organization shall be called Athens PTO.

Article II. Purpose

To enhance the Athens Community and assist in providing opportunities for our community that uphold the Troy School District World Class Characteristics.

1. Athens PTO is a 501(c)3 non-profit PTO dedicated exclusively to supporting educational, charitable, and social activities within the Troy Athens High School community.
2. Athens PTO is governed by the procedures and rules contained in these bylaws.
3. Athens PTO is non-commercial, non-sectarian, and non-partisan.
4. Athens PTO shall neither seek to direct the administration of the school nor seek to control its policies.

Article III. Membership and Sponsorship

1. Athens PTO has Membership and Sponsorship.
 - a. Membership is defined as any staff member at Athens or parent / guardian of current Athens students.
 - b. Sponsorship is defined as any member who makes a monetary donation to Athens PTO
2. If sponsorship is paid by the deadline set by the Executive Board, the eligible sponsor may apply for an Athens PTO Scholarship/Grant opportunity.
3. The Athens PTO sponsorship amount will be set annually by the PTO Executive Board.
4. The Athens PTO sponsorship deadline for scholarship/grant application will be set annually by the PTO Executive Board.
5. If a parent/guardian/staff member joins Athens after a set sponsorship deadline and wishes to become a PTO sponsor, they may submit a donation at any time. If the individual intends to apply for a scholarship/grant opportunity, they are required to submit their sponsorship donation within two months of arriving in order to be eligible to do so.

Article IV. Meetings

Section 4.01 PTO Meetings

1. A minimum of two (2) PTO meetings will be held each school calendar year. The purpose of these meetings is to conduct general PTO business.
2. PTO meetings are open to all members.
3. All members of the Athens PTO are eligible to attend and vote at any PTO meeting.

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4. In order to have an agenda item included in a PTO meeting, a request must be made to and approved by a majority of the Executive Board no later than one week before the scheduled meeting. Any materials for distribution must also be approved by a majority of the Executive Board and no later than one week before the scheduled meeting.
5. Special PTO Meetings may be called at any time by the President(s), by two or more members of the Executive Board, or by a minimum of five PTO members.

Section 4.02 Executive Board Meetings

1. The President or Co-Presidents of the Athens PTO may call meetings of the Executive Board. Every effort must be made to include all members of the Executive Board and schedule at a time that works for all.
2. A majority of the members of the Executive Board may call an official meeting of the Executive Board at any time. Every effort must be made to include all members of the Executive Board and schedule at a time that works for all.

Section 4.03 Voting

1. The privilege of making motions, debating and voting on Athens PTO business shall be limited to PTO members that are present.
 - a. Anything to be voted upon shall follow parliamentary procedure.
 - b. In cases where issues need to be voted on between PTO meetings, any Executive Board member may elect to call an Executive Board meeting or utilize another electronic means of voting, including but not limited to email or virtual meeting.
2. For a vote to pass, it must have a majority $\frac{2}{3}$ vote of members present.

Article V. Executive Board, Term, Duties and Committees

Section 5.01 Executive Board

1. The Executive Board is composed of the President(s), Vice-President(s), Secretary(s), and Treasurer(s), all of whom must be an Athens parent/guardian, Athens PTO sponsor and in good standing during their term of office.
2. The members of the Executive Board are also known as “Officers”.
3. The Principal of Athens High School or his/her delegate and a faculty representative shall serve as Advisors.
4. The officers of the PTO shall be: up to two Presidents, up to two Vice Presidents, up to two Treasurers and up to two Secretaries. The board may operate with no less than a president, secretary and treasurer; ensuring that there are a minimum of 3 individuals on the board. This minimum number should only be used in circumstances to prevent the board from dissolution, and the board should be able to demonstrate that every attempt was made to recruit a full board. The officers will assume their responsibilities on July 1st. Their term shall continue to June 30th of the following year or until a transition meeting has occurred between the outgoing and incoming board members.
5. The transition meeting is required to take place within 2 weeks of the end of the term, unless a different date is mutually agreed upon.

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Section 5.02 Term of Office

1. All Executive Board member and chairperson positions shall be for one (1) year terms, unless a person resigns, is removed from office by a majority vote or a nominee cannot be found for the position for the next term.
2. There shall be no limit on how many terms each person can serve.

Section 5.03 Duties

All listed position responsibilities can be delegated to Executive Board members if the majority of the board agrees, as long as all responsibilities are being handled by someone on the board.

1. The President(s) Shall:

- a. Preside at all PTO, Special and Executive Board meetings.
- b. Create an agenda for each meeting.
- c. Coordinate the fall membership drive at Registration, Open House and Conferences.
- d. Provide a roster of the Executive Board to Athens administration.
- e. Serve as a liaison to the Athens Administration.
- f. Create an updated monthly newsletter for distribution to the Athens Community via Athens and/or PTO social media
- g. Represent Athens at the TSD Presidents' Council meetings or send a designee.
- h. Provide final approval for and sign student Grant and Scholarship Certificates.
- i. Attend, speak and present PTO Senior Scholarships at the annual Honors Ceremony.
- j. Be an alternate signatory on and have use of the PTO checking account.
- k. Ensure that the Bylaws are presented to the membership at the first annual PTO meeting.
- l. Ensure that the Bylaws of the PTO are reviewed annually, updated as needed and acknowledged by each Executive Board Member.

2. The Vice President(s) Shall:

- a. Compile and maintain a complete PTO Sponsor roster.
- b. Act on behalf of the President(s) in his/her absence.
- c. Ensure each Committee has a chairperson, and where needed enlist support from the Executive Board or PTO supporters to organize any activities or events.
- d. Draft and distribute a Nomination Ballot to the Athens Community prior to election
- e. Contact existing Executive Board members to determine if they are eligible and willing to continue in their current position for the next year.
- f. Contact possible candidates to ask if they are willing to become a nominee for any position; each candidate must give consent and sign the Athens PTO Board Nomination ballot before his/her name is placed on the slate.
- g. Present a slate of Executive Board members at a PTO meeting, preferably one (1) month prior to the election of Executive Board members.

3. The Secretary(s) Shall:

- a. Keep a record of the minutes of all PTO, Special and Executive Board meetings.
- b. Maintain a complete file of minutes and attendance records.
- c. Call for motion to approve the previous meeting's minutes at each meeting.

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- d. Share completed minutes with the Executive Board for review/edit within 72 hours of the meeting.
- e. Once meeting minutes are approved by the Executive Board, provide them to the PTO website coordinator (s) and/or post them directly to the PTO website and any appropriate social media or other online accounts.
- f. Maintains sign in sheet at PTO meetings for scholarship points.

4. The Treasurer(s) Shall:

- a. Maintain custody of all assets of the Athens PTO and do so in accounts with financial institutions approved by the Executive Board.
- b. Keep fair and accurate records of all transactions for the PTO utilizing a computer-based accounting system.
- c. Collect all contributions, donations or other funds raised for the PTO.
- d. Deposit and disburse all funds in accordance with the annual budget, approved grant requests and other approved motions during the year.
- e. Reconcile the financial institution and accounting records of the PTO on a monthly basis.
- f. Receive from all committee members, records of any financial activity to be included in the records of the PTO on a timely basis.
- g. Submit to the Financial Review Committee as defined in Article V, Section 5.04, subsection 5) all records and books after closing the financials of the PTO at the end of the fiscal year and ensure that the annual financial review results are presented at the first PTO meeting of each school year.
- h. Present the Executive Board's proposed annual budget at the first PTO meeting of the year for approval by the members.
- i. Present a financial statement at every PTO meeting, Executive Board meeting and at other requested times during the year in a clear, concise manner.
- j. Maintain the financial records of the PTO in accordance with generally accepted accounting principles, all non-profit corporation laws of the state of Michigan and regulations of the Internal Revenue Service. In conjunction with these duties, the Treasurer is responsible for filing all required Michigan Annual reports, federal income tax returns and any other required documentation per date posted for each requirement.
- k. Provide the approved financial statement within one week of each PTO meeting to the Executive Board and coordinator(s) of the PTO website and any appropriate social media accounts (Facebook, etc).
- l. Upon election of a new Treasurer to the Executive Board, the Treasurer shall ensure that all files, accounts, and permissions are turned over to the new Treasurer no later than the last day of the fiscal year unless another later date is mutually agreed upon.

5. The Executive Board Shall:

- a. Coordinate meeting dates with front office staff & secure location for meetings.
- b. Receive in, report on, respond to and maintain all forms of communication.
- c. Coordinate/Delegate the fall Conference dinner for staff and staff appreciation.
- d. Coordinate/Delegate all fundraising efforts.
- e. Approve any Committee chairpersons, as needed.

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- f. Coordinate/Manage advertising, including Yearbook, Theater, etc.
- g. Ensure that the Bylaws of the PTO are upheld.
- h. Maintain updated forms on the PTO website and social media.
- i. Organize and promote sign up for PTO sponsored events.

Section 5.04 Committees

1. Committees will be established and abolished by the Executive Board.
2. Each committee chairperson shall submit the following to the Vice President(s):
 - a. Any documentation, physical or digital, outlining how the committee is organized and the guidelines used by the committee prior to the start of the school year.
3. Each committee chairperson will either attend a meeting to present updates on the committee, events, financials or submit the updates to the Vice President(s) in advance of the meeting to be presented. These updates should occur as often as needed to keep the PTO and its membership apprised of recent activity.
4. Committee chairs will work with the Treasurer regarding their committee's budget and how to submit expenses and/or profits.
5. Financial Review Committee. This committee will be comprised of two to three (2-3) members of the PTO, of which one must be an Officer who does not have signatory authority of the PTO bank account, and shall be chosen annually by a vote of the membership at the first PTO meeting of the fiscal year, unless not already assigned. This committee shall review the records of the organization at the end of each fiscal year and will report its findings at the first PTO meeting of the following fiscal year.

Article VI. Elections, Vacancies and Removals

Section 6.01 Elections

1. Elections shall be held at an annual Spring PTO meeting.
2. The Vice President (s) shall present a slate of candidates for the Executive Board at a PTO meeting, preferably one (1) month prior to the election of Executive Board members.
3. Additional nominations may be made from the floor, provided the proposed candidate is present and consents to the nomination.
4. In the event that there is only one nominee per position, then voting is unnecessary. When a vote is deemed necessary, by more than one nominee for a position, voting shall be done during a PTO meeting. This can be done via written or electronic ballot.
5. All candidates for an Executive Board Member position must agree in writing to uphold the Athens PTO By-Laws as written at the time of the nomination.

Section 6.02 Vacancies

A vacancy occurring during a term of office shall be filled with the approval of the Executive Board.

Section 6.03 Removal of an Executive Board Member or Chairperson

1. Any member can make a motion to remove an executive board member, committee chairperson due to any of the following causes:

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- a. Absenteeism: Absent from three (3) or more consecutive meetings (pre-arranged absences can be excused if approved by a majority vote of the Executive Board excluding the Executive Board member who is having the pre-arranged absence).
 - b. No confidence: Due to a person's failure to fulfill duties, a perceived diminished ability to fulfill duties, or conduct which the PTO determines to be distracting or harmful to their position, the school, the students, or the PTO and its purposes.
2. The motion to remove a person from office must be submitted to the executive board no later than two weeks prior to the next scheduled PTO meeting or special meeting where the motion will be voted upon.
 3. Any person subject to a motion of removal shall be entitled to written notice at least five (5) calendar days prior to the meeting date at which such motion is to be voted upon and shall be entitled to appear before and be heard by the members present at that meeting.
 4. The motion of removal will either pass or fail in accordance with the voting requirements (see Article IV Section 4.03).
 5. If a motion passes resulting in a person being removed from office all records, binders, and other materials pertaining to the position shall be turned over to an Executive Board member within one week.

Article VII. Amendments and Overrides

These bylaws may be amended by a two-thirds majority of the members present at any PTO or special meeting in accordance with the voting requirements (see Article IV Section 4.03).

Article VIII. General Policies and Procedures

1. No person or PTO may use the name of Athens PTO or the name of any of its Executive Board members for any purpose without the expressed approval of the Executive Board, such approval must be recorded in Secretary's minutes.
2. Persons representing the Athens PTO shall not make any commitments or representations that bind the Athens PTO in any way unless authorized to do so by the Executive Board and such authorization must be recorded in Secretary's minutes.
3. The direction of the PTO and control of its funds, records, and property are vested in its Executive Board, but all PTO records shall be available to membership in a reasonable manner.
4. Robert's Rules of Order shall govern this PTO in all ways that are not in conflict with these Bylaws and amendments; if a conflict exists, the Bylaws shall govern.

Article IX. Financial Policies and Procedures

Section 9.01 General Financial Policies and Procedures

1. The Fiscal Year for the Athens PTO begins on July 1, ending on the following June 30.
2. All accounts necessary for the transaction of the financial business of the Athens PTO will be opened and maintained at recognized financial institutions using the full name of the organization. The placement and/or cancellation of such accounts must be authorized by the Executive Board.
3. All contracts to be signed must be approved by at least two Executive Board members.
4. Grants will be approved by a vote of the membership at a PTO meeting.

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5. In the event there is a funding request that must be acted upon before the next PTO meeting, a simple majority of the Executive Board must approve such request.
6. A tentative budget for the organization shall be drafted by the Treasurer in conjunction with the Executive Board. The budget shall be approved by majority vote at the first PTO meeting of each school year.
7. The Athens PTO operates under IRS code section 501c(3) and being duly registered as a non-profit corporation with the state of Michigan, the organization shall operate within the confines of the laws of the state of Michigan and the Internal Revenue Service so as not to jeopardize this status. All required Michigan Annual Reports, federal income tax returns and any other required documentation shall be filed on time.

Section 9.02 Annual Financial Review

1. An annual financial review will be conducted after the fiscal year ends, but before the first PTO meeting in the following fiscal year, or, upon a change of Treasurer, prior to the transition to a new Treasurer.
2. The results of the annual financial review will be presented at the first PTO meeting in the following fiscal year.
3. The Executive Board, at their discretion, may designate an outside authority to conduct an audit of the financial records with the provision that a written and signed report is specified and required.

Section 9.03 Compensation

1. No officer, member, sponsor, advisor or other staff member of Athens High School shall receive compensation from Athens PTO. All time and efforts spent on behalf of the PTO shall be done so voluntarily.

Article X. Conflict of Interest

All Executive Board Members, will abide by the Athens PTO Conflict of Interest Statement and agree to annually sign the consent as described on the Athens PTO Board nomination ballot.

1. Purpose
 - a. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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.
2. Definitions
 - a. Interested Person. Any director, principal officer, or 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,

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- 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.
- iv. 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. 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.

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 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 if 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 conflict 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 the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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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.

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.

6. Annual Statements

Each director or principal officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Review

To ensure 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, based on competent survey information and 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 in an excess benefit transaction.

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8. Use of Outside Experts

When periodic reviews are conducted, the Organization may use outside advisors. If such outside advisors are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

Article XI. Dissolution

The Athens PTO may be dissolved upon a $\frac{2}{3}$ vote of the Executive Board or a majority vote of the General Membership. If the Executive Board has not met for more than 1 year, the Athens High School Principal may dissolve the Athens PTO at their discretion. Upon dissolution of the Athens PTO, all remaining assets will be distributed to Athens High School for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.