

RYERSON SCHOOL PARENT-TEACHER ORGANIZATION
BY-LAWS
Revised July 13, 2021

Article I
Name

The name of this organization shall be the Ryerson School Parent-Teacher Organization and shall hereinafter be referred to as the “P.T.O.”

Article II
Description and Objectives

1. The P.T.O. is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.
2. The P.T.O. shall build a closer relationship between home and school so that parents and teachers may cooperate intelligently in creating the best possible learning environment.
3. The P.T.O. shall inform parents of school programs, serve as advocates for its school and its children, and encourage the involvement of parents within the school building.

Article III
Policies

1. The organization shall be supportive of the educational program and shall be developed through volunteer services, supplemental educational programs, and fundraising projects.
2. The organization shall be non-commercial, non-sectarian, non-partisan, and non-profit. It shall not endorse a commercial enterprise or candidate.
3. The organization shall seek neither to direct the administrative activities of the school, nor to control its policies.
4. The organization shall direct any grievances pertaining to the faculty, staff, or educational programs through the proper channels of communication as established by the Board of Education.
5. The organization may cooperate with other organizations and agencies active in child education and welfare, such as conference groups or coordinating councils, provided its representatives make no commitments that bind the group it represents.
6. The Principal or the Principal’s designee shall have the right to veto any activity that may not be considered in the best interest of the school.

7. No profits shall proceed to any officer or member of the organization. In the event of dissolution of the organization, the net assets, after payments of debts, will proceed to Ryerson School (or its successor) or, in the event that Ryerson School (or its successor) is no longer operating, to other Madison school parent-teacher organizations where former Ryerson School students will be attending, divided proportionally based on student placement.
8. Notwithstanding any other provisions of these bylaws, the P.T.O. shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article IV **Membership**

1. Membership in the organization is open to all (a) faculty and staff of Ryerson School and (b) parents and legal guardians of students attending Kathleen H. Ryerson Elementary School (“Ryerson School”) whom agree to abide by the rules and regulations of the organization.
2. Term of membership in the organization shall begin on July 1 and end on June 30 of the following year.
3. Ryerson School faculty and staff will be represented by one delegate, identified by the Principal, to attend each P.T.O. meeting; provided, however, if the delegate cannot attend a P.T.O. meeting, the Principal may elect to present the Teacher’s Report (or similar report) on behalf of the delegate.
4. Payment of dues is required to be a member in good standing in the P.T.O. Dues will be established in May by the Executive Board for the following school year and any change from the current year will be voted on by the membership at the June P.T.O. meeting.
5. Only members in good standing shall be eligible to:
 - a. Hold office as a member of the Executive Board,
 - b. Vote for members of the Executive Board,
 - c. Vote on resolutions and other business as is conducted at the annual meeting or any other P.T.O. meeting,
 - d. Submit policy and action proposals to the Executive Board for resolution by the Board, and
 - e. Exercise any other privileges as determined by the Executive Board.
6. One family unit represents one P.T.O vote.

Article V **Fiscal Year**

The fiscal year of the organization shall begin on August 1 and end on July 31 of the following year.

Article VI
Meetings

1. There shall be a minimum of four P.T.O. meetings annually. Meeting dates are posted on the Ryerson School's website,
2. The annual meeting shall be held in June of each year, at which time election of officers shall take place.
3. Special meetings may be called by the President, or Co-Presidents, or the Principal.
4. Notice of any P.T.O. meeting, including the annual meeting, shall be sent to the general membership no later than the school day immediately preceding the meeting date. Distribution by either hardcopy and/or electronic delivery (such as Backpack Express or similar electronic means) shall satisfy any notice requirement in these by-laws.
5. Meetings will generally be held on the school premise with the date and time to be determined by the President, or Co-Presidents, and Principal.
6. A quorum of any P.T.O. meeting shall consist of the members in good standing that are present, provided the meeting has been duly called. Unless otherwise specified, a simple majority vote (50% +1) of members in good standing who are present shall be sufficient to decide a vote.
7. Room parents are an extension of the Executive Board and are responsible for carrying out P.T.O. policies and communications; therefore attendance at P.T.O. meetings is required.

Article VII
Officers and Their Elections

1. The officers of the organization shall be one President, three Co-Vice Presidents, Secretary, and Treasurer **or** two Co-Presidents, two Co-Vice Presidents, Secretary and Treasurer. Each person elected shall hold only one office at a time. Whenever possible, a Co-Vice President should be elected annually such that at least one Co-Vice President is serving his or her first term and at least one other Co-Vice President is serving his or her second term.
2. Term
 - a. The officers shall be elected for two-year term, subject to the following provisos:
 - i. A member may seek election for a one-year term with the prior approval of a majority vote of the Executive Board.
 - ii. An officer then in office may elect to serve only one term by providing notice of such cessation of service to the Executive Board by April 30 during the first term. In such case, such cessation of service shall not constitute a vacancy under these by-laws and such officer's term in office shall end on the date of the Installation Meeting.
 - b. No office shall be held for more than two consecutive years; provided, however, that in the event that no other member has sought election for an office, the member then

holding such office may stand for election in such office for a one-year term by special approval through a vote of the remaining members of the Executive Board.

3. Officers for the following year shall be elected in June at the annual meeting. The Executive Board shall convene in March and distribute a slate of officer candidates standing for election to the P.T.O. membership two weeks prior to the annual meeting. At the annual meeting, nominations may also be made from the floor. If any candidate is running unopposed for office, voting may be by voice or hand vote. If more than one candidate is running for an office, a ballot vote shall be taken and a majority vote of the members in good standing who are present shall decide the winner. Each member in good standing who is present at the annual meeting shall be able to cast one vote for each of the officer positions that are subject to election.
4. The Executive Board shall convene a meeting designed for the installation of new officers, following the election, but prior to the close of the school year, and such meeting shall hereinafter be referred to as the "Installation Meeting." Outgoing officers and officers-elect shall be notified of the Installation Meeting by the Secretary. The outgoing officer(s) shall turn over these by-laws and records of the organization to the counterpart officer(s)-elect, unless both parties agree to defer such transfer to a later date. Immediately following the Installation Meeting, the newly elected officers become the official Executive Board for the organization for the next school year.
5. A vacancy occurring before the expiration of an officer's term shall be filled by a majority vote of the remaining officers. An officer selected to fill a vacancy shall succeed to the unexpired term of that officer's predecessor in office, but only to date of the Installation Meeting occurring during that school year, irrespective of whether such predecessor had been elected for a two-year term.
6. An officer can be removed from office by the Principal and four members of the Executive Board for failure to perform the duties of his/her office or violation of any provision of these by-laws.

Article VIII **Duties of the Officers**

1. The President, or Co-Presidents, shall preside at all meetings of the organization and shall be an ex-officio member of all committees, shall appoint special committees, and shall perform all other duties usually pertaining to this office which are not limited by these by-laws.
2. The Co-Vice Presidents shall act as aides to the President, or Co-Presidents, and shall perform the duties of the President, or Co-Presidents, in the absence of this office. The Co-Vice Presidents' duties shall include membership and social functions and any other duties designated by the President, or Co-Presidents.
3. The Secretary shall keep a correct record of all meetings of the organization and of the Executive Board and shall perform such other duties as may be delegated to him/her.
4. The Treasurer shall receive all monies of the organization, shall keep an accurate record of receipts and expenditures, and shall pay out funds only as authorized by the Executive Board.

The Treasurer shall present a statement of account at every meeting and shall make a full report at the annual meeting in June. He/she shall also assist the newly elected Treasurer in preparing a budget for the following year.

5. It is the duty of each officer to familiarize himself/herself with the P.T.O. by-laws each year and to abide by the applicable rules, regulations, and policies of Ryerson School and of the Board of Education, including but not limited to confidentiality policies.

Article IX **Executive Board**

1. The Executive Board shall consist of the elected officers and the Principal or the Principal's designee.
2. Meetings of this Executive Board shall be held (a) on regularly scheduled meeting dates which generally occur on a monthly basis and (b) when called by the President, or Co-Presidents, or the Principal to transact necessary business between monthly meetings and such other business as may be referred to by the organization or the President, or Co-Presidents.
3. Four members of the Executive Board constitute a quorum.
4. Members of the Executive Board shall not be held individually or collectively liable for the debts or actions of the organization, or for the actions of individual members of the organization, except as mandated by law.
5. The Executive Board is required to vote and agree on spending/money use; majority rules apply.
6. The Executive Board shall agree on a minimum balance to be maintained at all times as well as a minimum amount to be carried over to the next year.

Article X **Committees**

1. Committees shall be created by the President, or Co-Presidents, with the approval of the Executive Board. The President, or Co-Presidents, shall appoint a chairperson or co-chairpersons for each committee.
2. After serving two years as a chairperson of one committee, a replacement will be sought. If no replacement is found, then the current chairperson will be allowed to continue to serve in that position, if that person so desires.
3. All committee chairpersons shall submit an annual report to the President, or Co-Presidents, no later than the June P.T.O. meeting (with the exception of the Fun Fair Committee which shall submit no later than November 1 of the next school year).
4. It is the duty of each committee chairperson to familiarize himself/herself with the P.T.O. by-laws each year.

5. Where more than one chairperson is appointed, there shall be a contact person selected within the team. This contact person shall facilitate communications between the school and the P.T.O.
6. Committee members must familiarize themselves with the chairperson operating procedures document.

Article XI
Conflict of Interest Policy

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.
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 paragraph 3b below, 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 Conflicts 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 the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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 boards 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 officer and member of a committee with governing board delegated powers 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.

For purposes of this paragraph, the Executive Board member who is the liaison for a committee shall be deemed the member of a committee with governing board delegated powers.

7. **Periodic Reviews.** 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.
8. **Use of Outside Experts.** When conducting the periodic reviews as provided for in this Article XI, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XII **Rules of Order**

The meetings of the organization shall be run according to the rules contained in "Roberts' Rules of Order, Revised".

Article XIII **Amendments**

1. These by-laws may be amended at any regular meeting of the organization by a two-thirds vote of the members in good standing who are present, providing notice of the proposed amendment(s) shall have been given at the previous meeting.
2. A committee shall be appointed every three (3) years to review the by-laws and submit any necessary revisions for consideration.
3. The P.T.O. has adopted the attached Articles of Association in order to comply with non-profit status.

Ryerson School
Articles of Association

April 10, 2012

Articles of Association of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit association do hereby certify:

First: The name of the association shall be Ryerson School Parent Teacher Organization.

Second: The place in this state of Connecticut where the principal; office of the association is to be located is the Town of Madison, New Haven County, Connecticut.

Third: Said association 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 corresponding section of any future tax code.

Fourth: The names and addresses of the persons who are present officers of the association for a given school year are as duly recorded in the annual meeting minutes for such given year.

The names and addresses of the persons who have been elected for the school year following a given year are as duly recorded in the annual meeting minutes for such given year.

All of the above are residents of Madison, Connecticut

Fifth: No part of the net earnings of the association shall inure to benefit of, or be distributed to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not substantially participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities by (a) a corporation exempt from federal tax code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Sixth: Upon dissolution of the association, 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 the state or local government, for a public purpose.

Seventh: In any taxable year in which the organization is a private foundation as described in IRC Section 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in IRC Section 4943 (c), (b) made any investments in such manner as to subject the organization to tax under

IRC Section 4944, or (c) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

In witness whereof, we have hereunto our names as of this 13th day of June, 2021

_____/s/
Jen Gordon, President

_____/s/
Stephanie Amport, Co-Vice President

_____/s/
Hilary Axtmayer, Co-Vice President

_____/s/
Erica McMillian, Treasurer

_____/s/
Krista Surprenant, Secretary

Revised July 13, 2021 by executive meeting of P.T.O.