

**VALLEY CENTER INTERMEDIATE SCHOOL
PARENT-TEACHER ORGANIZATION (PTO)
BY-LAWS**

**2011-
2012**

Article I: Name

The name of this organization, located in Valley Center, Kansas, shall be the Valley Center Intermediate School Parent-Teacher Organization, hereafter referred to as the **VCIS PTO or PTO**.

Article II: Purpose

The purpose of the VCIS PTO shall be to:

- 1) foster communication, understanding, and cooperation among the parents and teachers in order to benefit all children of the Intermediate School;
- 2) support the efforts of the principal, faculty, and Site Council in providing an optimal educational experience for all students;
- 3) provide support and services to the school community; and
- 4) promote and encourage the support of public school education in the Valley Center School District.

Article III: Policies

Section 1: The policies of the PTO shall be non-commercial, non-sectarian, and non-partisan. The PTO shall endorse no commercial enterprises or political candidates, nor shall the name of the PTO or its officers in their official capacity be used in connection with a commercial or political concern or for any pursuit other than the regular work of the PTO.

Section 2: The PTO shall provide a forum for the expression of the ideas in order to facilitate the education process at VCIS. The PTO shall not seek to direct administrative activities or to control the policies at VCIS.

Article IV: Membership and Dues

Section 1: All parents and guardians of children at Valley Center Intermediate School and all members of the Valley Center Intermediate School faculty and staff shall automatically be members of the PTO.

Article V: Membership in Other Organizations

By vote of the PTO, the PTO may become, on an annual basis, a member of any organization whose purposes are consistent with the purposes of the PTO set forth in Article II hereof, and so long as the said policies are not in conflict with the policies of the PTO as set forth in Article III hereof.

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Article VI: Duties of Officers and Other Elected Members

Section 1: President. Two individuals who will be referred to as Co-Presidents may share the office of the president. The Co-Presidents shall preside at all meetings of the PTO and the Executive Board. They shall be ex-officio members of all committees and shall perform all other duties pertaining to the office including providing advance notification of PTO and Executive Board meetings. The Co-Presidents may appoint ad-hoc committees and liaison persons throughout the year when necessary and shall perform all other duties pertaining to the office. The Co-Presidents shall serve as liaisons of the PTO to the principal, to all committees, to the community, and Site Council. The books and records of the PTO, except those of the Treasurer, shall be kept in custody of the Co-Presidents.

Section 2: Recording Secretary. More than one individual may hold the office of Recording Secretary. The Recording Secretary shall cause to be kept a true record of all meetings of the PTO and Executive Board meetings. The Recording Secretary shall publish the notes of each meeting within fourteen (14) days following each meeting. Publication may occur via electronic communication or by posting on the districts/schools website.

Section 3: Treasurer. The Treasurer shall receive all monies of the PTO and shall make authorized disbursements. The Treasurer shall deposit all funds of the PTO in such depositories as may be selected by the Executive Board and shall pay out funds only as authorized by the PTO. The Treasurer shall keep accurate accounts of the funds of the PTO and shall prepare a statement of accounts for every meeting of the PTO and upon request of the President or Co-Presidents and shall make a full report at the Annual Meeting. The Treasurer shall oversee the preparation of the annual budget and distribute this budget to members of the PTO fourteen (14) calendar days prior to the Annual Meeting. The Treasurer shall keep custody of existing financial books and records and shall prepare or oversee the filing of all fiscal reports of the PTO as may be required to be filed with federal and state agencies from time to time. The Treasurer will be solely responsible for the authorization of the disbursement of PTO funds. In the event of the incapacity of the Treasurer or other emergency circumstances, the President or Co-President will then have the authority to make fund disbursements in accordance with PTO Board approval.

Section 4: Event Chair Coordinator. More than one individual may hold the office of the Event Chair Coordinator. The Event Chair Coordinator will function as liaison between Event Chairperson(s), Event Volunteers, the PTO Board and Membership. The Event Chair Coordinator will not be the de facto Chairperson for any event or assume responsibility for the staffing of that event, but will present a simple outline of upcoming events at each PTO meeting to ensure that an Event Chairperson has been designated. In the event that the Event Chairperson(s) cannot attend the PTO meeting immediately prior to the event, the Event Chair Coordinator will then have the responsibility to contact the Event Chairperson(s) and share any information relating to the event.

Section 5: All officers, committee chairs, and liaisons shall make every effort to attend PTO meetings and to act in good faith in support of the stated purposes of the PTO.

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Article VII: Elections

Section 1: Election Process. Election of the PTO Officers for the following year shall occur at the annual meeting of the PTO, which shall be the final meeting of the PTO for that academic year. The candidate(s) receiving the most votes at the annual meeting for each position shall be elected. Voting shall be by written ballot when there is more than one nominee for an office or position.

Section 2: Nominating Process. A Nominating Committee may be appointed by the Presidents or Co-Presidents to make nominations for the Officers and Committee Chairs. The Nominating Committee shall consist of three to five (3-5) members; only one of who may be an Officer. The report of the Nominating Committee containing the list of the nominees shall be published to the general PTO membership at least fourteen (14) calendar days prior to the Annual Meeting. A Nominating Committee will not be required in order for elections to take place. Additional nominations may be made from the floor at the Annual Meeting provided the consent of each candidate has been obtained before the name is placed in nomination.

Section 3: Term of Office. The term of office shall run from August 1 following the election through July 31 of the following year. The officers shall be elected to hold office for one year and may not hold the same office for more than three (3) consecutive years, except as approved by a majority vote of the PTO members present and voting.

Section 4: Vacancies. The President or Co-Presidents shall fill a vacancy occurring in an office at the earliest possible time. Such replacement will be subject to ratification at the next PTO meeting.

Article VIII: Executive Board

Section 1: The Executive Board of the PTO shall comprise the President or Co-Presidents, the Secretary, the Treasurer and the Event Chair Coordinator each with equal voting responsibilities.

Section 2: The Executive Board, the Principal of the Intermediate School, two teacher representatives, and the VCIS Site Council Co-Chair(s) will constitute the PTO Executive Committee. No member of the faculty or staff of the Intermediate School shall be a member of the Executive Board or carry voting rights as a PTO Officer. This provision shall ensure no conflict of interest between the two parties involved, the Valley Center Intermediate School and the VCIS PTO.

Section 3: The duties of the Executive Board shall be to transact necessary business between meetings of the PTO and other such business as may be referred to it by PTO members.

Section 4: A majority of the Executive Board shall constitute a quorum at any meeting of the Board. An affirmative vote of not less than a majority of all members of the Executive Board present at any meeting at which a quorum exists shall be necessary to pass any motion.

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Article IX: Committees and Liaison Positions

Section 1: There shall be such committees and liaison positions created by the Executive Board as may be advisable to promote the objectives and interests of the PTO.

Section 2: The Principal shall be a member ex-officio of all committees.

Article X: Duties of Membership

Section 1. There shall be no fewer than four (4) regular meetings of the PTO during the school year. Members of the PTO shall be notified at least fourteen (14) calendar days prior to the date fixed for such meetings. Special meetings of the PTO may be called at the discretion of the President or Co-Presidents or the Principal. The purpose of such special meetings shall be clearly stated in the notice of such meetings. Reasonable notice, under the circumstances of such meetings, shall be given to the members.

Section 2. The Annual Meeting of the PTO shall be the final regular meeting of the academic year. Notice shall be provided to the PTO membership fourteen (14) calendar days prior to the meeting and shall include the list of nominees for Officers and Committee Chairs as well as the proposed budget for the upcoming academic year. The PTO membership shall elect the officers and committee chairs and approve the budget for the upcoming academic year at the Annual Meeting.

Section 3. The duties of the PTO shall be to transact necessary business, to approve the plans and programs of the standing committee chairpersons, and to approve the expenditure of PTO funds for normal operating expenses.

Section 4. A quorum of any three (3) PTO officers shall be required to vote on any issue at a general PTO meeting. An affirmative vote of not less than a majority of all members present at any meeting at which a quorum exists shall be necessary to pass any motion.

Section 5. Special or temporary committees may be appointed by the President or Co-Presidents and/or the PTO; the Co-Presidents and/or the PTO may invest such committees with powers and duties as it may see fit.

Section 6. Every member of the PTO and every member of the Executive Board shall have one vote on the PTO and Executive Board, as the case may be, regardless of whether s/he is sharing a position with any other person, and regardless of whether s/he is holding more than one position.

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Article XI: Parliamentary Authority

The rules contained in Roberts' Rules of Order Revised shall govern the PTO in all cases in which they are applicable.

Article XII: Finance

Section 1. The drawing of checks shall be made by the Treasurer, or in the event of the incapacity of the Treasurer or other emergency circumstance, the President or Co-President. The Treasurer shall have the authority to expend funds in an emergency, not to exceed \$500.00. The Treasurer shall report in writing the making of any such expenditure to the PTO within fourteen (14) calendar days.

Section 2. The Treasurer will identify and coordinate with a qualified, neutral third party to review the books of the PTO annually.

Article XIII: Indemnification

No member or officers of the VCIS PTO shall be personally liable for any debt, liability, or obligation of any kind of the VCIS PTO. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the VCIS PTO may look only to the funds and property of the VCIS PTO for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the VCIS PTO.

Article XIV: Compliance with the Internal Revenue Code

Section 1: Notwithstanding any other provision of these Articles, the PTO is organized exclusively for one or more of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 (IRC) as amended and shall not carry on any activities not permitted for an organization exempt from Federal income tax under IRC Section 501 (c) (3) or corresponding provisions of any subsequent federal tax law.

Section 2: No part of the net earnings of the PTO shall inure to the benefit of any Member or officer of the PTO or any private individual (except that reasonable compensation may be paid for services rendered to or for the PTO), and no Member or officer of the PTO, nor any private individual, shall be entitled to share in the distribution of the PTO's assets upon dissolution.

Section 3: No substantial part of the activities of the PTO shall be carrying on propaganda, or otherwise attempting to influence legislation on behalf or in opposition to any candidate for public office.

Section 4: The PTO shall not participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of (or in oppositions to) any candidate for public

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office.

Section 5: In the event of dissolution, all of the remaining assets and property of the PTO shall, after paying or adequately providing for the debts and obligations thereof, be distributed to another charitable organization, foundation or non-profit fund exempt for Federal tax under IRC Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax law.

Article XV: Amendments

These By-Laws may be amended at any meeting of the PTO by a two-thirds vote of the members present and voting, provided fourteen (14) days written notice of the proposed amendment has been given.

**VALLEY CENTER INTERMEDIATE SCHOOL
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CONFLICT OF INTEREST POLICY**

Article I: Purpose

The purpose of the conflict of interest policy is to protect the Valley Center Intermediate School Parent-Teacher 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.

Article II: Definitions

1. 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

2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. 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 Article III, Section 2, 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.

Article III: Procedures

1. 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.

2. 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.

3. Procedures for Addressing the Conflict of Interest

a. 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.

b. 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.

c. 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.

d. 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.

4. Violations of the Conflicts of Interest Policy

- a.** 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.
- b.** 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.

Article IV: 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.

Article V: 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.

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Article VI: Annual Statements

Each director, principal 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.

Article VII: 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, yearly reviews shall be conducted.

Yearly reviews shall, at a minimum, include the following:

- a. The review will be conducted by a neutral third party; if possible, this individual should be a licensed Certified Public Accountant in the State of Kansas.
- b. The yearly review will not consist of a full financial audit due to cost and time constraints of the PTO and its operation.
- c. The yearly review will also include the filing of the necessary tax returns to ensure the consistency of the PTO's Non-Profit 501(C) status and compliance within the state of Kansas for non-profit status and tax exemption.
- d. The review will be conducted and completed within (30) thirty days of the fiscal year end, 07/31/XX, in order to ensure timely transfer of the Treasurer's books to the current year's Treasurer.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, 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.

Revised 10/31/2011