

CREEKSIDE MIDDLE SCHOOL PARENT TEACHER ORGANIZATION, INC.

BY-LAWS

Approved March 2023

ARTICLE I

Name, Seal, and Offices

- Section 1: The name of this organization is Creekside Middle School Parent Teacher Organization, Inc. (Creekside PTO) and is hereafter referred to as the "Organization".
- Section 2: The principal office of the Organization shall be in the County of Hamilton at 3525 W. 126th Street, Carmel, IN 46032.

ARTICLE II

Objectives

- Section 1: The purpose of the Organization shall be to enrich the educational opportunities for the students by:
- a. Providing opportunities to develop a close working relationship between the parents, teachers and school staff.
 - b. Enhance the educational facilities, equipment and support opportunities for the students of Creekside Middle School.
 - c. Representing Creekside Middle School in the school community.
- Section 2: The Organization shall not seek to direct the administrative or technical activities of the School, or to control school policies.
- Section 3: The fiscal year of the Organization shall be from *July 1 to June 30*.

ARTICLE III

Not for Profit Status

- Section 1: All of the assets and earnings of the Organization shall be used exclusively for the purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and any successor Internal Revenue laws of the United States of America.
- Section 2: No part of the net earnings of the Organization shall benefit or be distributable to any officers or other private persons, except that the Organization is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE IV

Membership

- Section 1: Members of the Organization shall consist of the currently employed faculty members, staff and/or principal of school plus such parents and/or legal guardian of each child enrolled in school.
- Section 2: The right of a member to vote shall cease upon the termination of his/her membership. Each family unit shall have one vote. Attendance is required at a board meeting in order to exercise said vote. No member shall be entitled to share in the distribution of the Organization's assets upon the dissolution of the Organization.
- Section 3: Any member or member of the Executive Board may be removed from the membership, the board of directorship, or an office by two-thirds affirmative vote of the quorum of members in attendance (registered in person) at any Executive Board meeting or special meeting called for that purpose. Conducts detrimental to the purposes of the Executive Board or refusal to render reasonable assistance in carrying out the assigned functions are reasons for removal. Any member(s) proposed to be removed shall be entitled to at least five days' notice in writing by email of the meeting and its purpose.

ARTICLE V

Donations

- Section 1: Annual dues per family, child, or faculty member are not required for PTO membership. Annual fundraising revenue shall be collected and is recorded by the Treasurer.
- Section 2: Donations shall be used first for the payment of the expenses of the Organization.
- Section 3: Annual donation goals shall be established prior to the start of the school year as part of the annual budget by a majority vote of the Executive Board.
- Section 4: No part of the fundraising revenue or earnings of the Organization shall be to the benefit of or distributed to its Members, directors, officers or other individuals.
- Section 5: Upon the dissolution of the Organization, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the Organization, dispose of all assets of the Organization exclusively for Creekside Middle School.

ARTICLE VI

Executive Officers

- Section 1: The elected Executive officers of the Organization shall consist of seven (7) or more officers. The Officer positions shall be President, Vice President, Recording Secretary, Hospitality Officer, Social Media Chair/Webmaster, Treasurer and Assistant Treasurer. Any position may be co-chaired except for Treasurer. In addition, the Principal and/or Assistant Principal of the school shall also be on the Executive Board. The Ex Officio may sit on the Executive Board in an advisory capacity with voting privileges.
- Section 2: The slate for the Executive Board members will be submitted to the Board at the April meeting to be voted upon at the final meeting in May. Quorum must be present for the election to occur.
- Section 3: All elected Officers shall be members of the Organization. No officer shall hold an Executive Board position for more than three (3) consecutive years. With prior Board approval, additional years may be served.
- Section 4: Duties of the Executive Board:
- a. The Executive Board shall transact all necessary business between meetings and report on these transactions at the next meeting of the Executive Board.
 - b. Any vacancy in any office or Chairperson position shall be filled by Executive Board appointment for the remaining term.
 - c. May create additional Standing Committees and appoint Chairperson(s) for them as the need for additional Standing Committees arises.
 - d. May approve expenses not appropriated in the annual budget, which expenses do not exceed \$1,000.00. Any expense recommendation that exceeds \$1,000.00 must be voted on by the full Executive Board.
 - e. Shall attend the meetings of the Executive Board.
 - f. Shall strive to uphold the objective of the Organization.
 - g. Shall act solely in the interest of the Organization.
- Section 5: Meetings:
- a. There shall be a minimum of three (3) Executive Board meetings during the school year.
 - b. The President shall decide the schedule of the meetings of the Executive Board, which will be open to any member by request. The dates of the meetings shall not conflict with the calendar established by the Coordinating Council for the Carmel-Clay school district.
 - c. Special meetings of the Executive Board may be called as deemed necessary by the President, the Principal, or upon the request of two (2) Executive Board members.
 - d. A majority vote of members of the Executive Board shall be necessary for any decision made by the Executive Board.:-
 - e. Eight (8) or more members at a properly called Executive Board Meeting shall constitute a quorum. A majority vote of the members present shall be necessary for any voting decision. No absentee, proxy, or email voting will be allowed.
- Section 6: Duties of the President shall include, but are not limited to:
- a. Preside at all PTO meetings, including those of the General Membership and the Executive Board.
 - b. Notify all members of the date, time, place and known agenda of each meeting.

- c. Shall serve on the Carmel-Clay Schools' Coordinating Council. The Carmel-Clay Coordinating Council is composed of the following members: the President and the Vice President of each Parent Teacher Organization of each school in the Carmel-Clay school district. The main function of the Coordinating Council is to act as a clearinghouse to coordinate the various activities and events of its member groups.
- d. Shall act in an advisory capacity on all committees.
- e. The President shall appoint any special committee that is needed with the approval of the Executive Board.

Section 7: Duties of the Vice President shall include, but are not limited to:

- a. Shall preside in the absence of and assist the President at Executive Board meetings.
- b. The Vice President shall if possible succeed to the office of President following their term as Vice President when the current President's term expires.
- c. Shall coordinate with all PTO volunteer committees and deliver committee updates to the Executive Board.
- d. Shall serve on the Carmel-Clay Schools' Coordinating Council.
- e. Shall serve on the Student Improvement Council (SIC). In the absence of a Vice President on the Executive Board, any other member of the Executive Board may serve this role.
- f. Shall be available to carry out other special assignments that may arise that are not the responsibility of the committee chairpersons.
- g. Shall perform such other duties as the Executive Board or the President may specify.

Section 8: Duties of the Recording Secretary:

- a. Shall keep an accurate record of all of the meetings of the Executive Board and the Organization.
- b. Shall make available the minutes of the Organization prior to each Executive Board meeting.
- c. Shall maintain a current list of all Officers and Chairpersons for the school year.-
- d. Shall perform such other duties as the Executive Board or the President may specify.

Section 9: Duties of the Hospitality Officer:

- a. Shall chair and oversee the coordination of all appreciation and recognition events for the administration and staff, including current staff birthdays.
- b. Shall perform such other duties as the Executive Board or the President may specify.

Section 10: Duties of the Treasurer:

- a. The Treasurer shall receive all monies of the Organization that have been collected by PTO members. All monies of the Organization shall be deposited in the bank account designated by the Executive Board.
- b. Shall disburse all funds in payment of budgeted, Executive Board approved, expenditures.
- c. Shall maintain an accurate record of all receipts and expenditures. Treasurer shall maintain a complete and accurate record of the financial transactions of the Organization including annual financial statements for the current and preceding three (3) years.
- d. Shall report on the financial conditions of the Organization at each Executive Board Meeting.
- e. Shall prepare a proposed new budget for the upcoming school year for approval by the Executive Board at the last meeting of the current school year in May.
- f. Shall ensure the readiness of the documentation needed for the timely preparation and filing of all required Annual Reports, Secretary of State Filings, Indiana Business Entity Report (by January 31st of every other school year), 501(c) 3 status, and tax returns by a CPA. Ensure the Organization's income tax returns and any other financial reports required by Federal, State or Local Law are filed by the due date of the return or report (including extensions). A CPA will be employed to issue any required 1099s for a calendar year.
- g. Shall be responsible for training the Assistant Treasurer.
- h. Shall perform such other duties as the Executive Board or the President may specify.

Section 11: Duties of the Assistant Treasurer:

- a. In the absence or disability of the Treasurer, the Assistant Treasurer shall possess authority to perform the duties of the Treasurer.
- b. Shall assist the Treasurer as requested.
- c. Shall be responsible for making all bank deposits.
- d. The Assistant Treasurer shall if possible succeed to the office of Treasurer following

their term as Assistant Treasurer.

e. Shall perform such other duties as the Executive Board or the President may specify.

Section 12: Duties of a Social Media Chair/Webmaster:

a. Shall maintain and post the Organization's By-Laws on the PTO website.

b. Shall handle all correspondence deemed necessary by the Executive Board and the Organization, including Executive Board Meeting Correspondence, PTO website updates, and social media accounts (Twitter, Facebook, Instagram, etc.) updates on a bi-weekly basis.

c. Shall try to highlight calendar events on social channels (sports, musical arts, clubs, etc.)

d. Shall perform such other duties as the Executive Board or the President may specify.

Section 13 : The Organization shall indemnify an individual, who is made party to a proceeding because the individual is or was an Executive Board member of the Organization, against liability and reasonable expenses incurred in the proceeding if the individual's conduct was in good faith and the individual reasonably believed the individual's conduct was in the Organization's best interest; and, in the case of any criminal proceeding, the individual had reasonable cause to believe the individual's conduct was lawful or had no reason to believe the individual's conduct was unlawful.

a. This indemnification shall be limited to the net assets of the fiscal year in which the claim is made for indemnification. Its payment shall have priority over any gifts or grants to the School for the fiscal year.

Section 14: Removal of Officers:

a. Any officer can be removed from office for failing to uphold the duties and ethics of their office, including but not limited to situations which bring discredit to the PTO, the school or the district. Advance notice of the vote shall be given to the Executive Board at least one week prior to the meeting. A quorum of Executive Board members will be needed to remove the officer.

ARTICLE VII Standing Committees

Section 1: The chairperson of committees shall be appointed by the Executive Board. All committee chairpersons and members shall be members of the Organization.

Section 2: Standing Committees shall be formed on an as needed basis each school year by the Executive Board.

ARTICLE VIII Parliamentary Procedure

The rules contained in *Robert's Rules of Order, Revised* shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the Organization.

ARTICLE IX Amendment

Section 1: These By-Laws may be amended at any meeting of the Organization, provided there is notice of the meeting and this notice states that the purpose of the meeting is to approve an amendment to the By-Laws of the Organization; and contains, or is accompanied by a copy or summary of the amendment, or states the general nature of the amendment to the By-Laws. Amendments must be approved by a quorum of members.

Section 2: The By-laws shall be reviewed every (5) years.

ARTICLE X Records

The Organization, as prescribed by law, shall keep a copy of the following records:

a. Current Articles of Incorporation and any amendments thereto.

b. Current By-laws and any amendments thereto.

c. Minutes of all Organization meetings and all actions approved by the Members for the past three (3) years.

d. All written communications to members within the past three (3) years.

- e. Financial records of the Organization shall not be discarded for at least seven (7) years. Saved records shall be the current school year plus seven (7) years prior of fiscal activity.
- f. The Organization's past three (3) years of annual reports to the Indiana Secretary of State.

Article XI
Contacts, Loans, Checks, Bank Account Balances

- Section 1: The Executive Board may authorize any officer, member, agent or agents of the Organization to enter into any contract on its behalf. The President should sign all contracts. Such authorization may be general or confined to specific instances. Except as provided in these By-laws, no officer or agent shall have any power to bind the Organization or to render it liable for any purpose or amount unless so authorized by the Executive Board.
- Section 2: Unless authorized by the Executive Board, no loan shall be made by or contracted on behalf of the Organization, and no evidence of indebtedness shall be issued in the name of the Organization.
- Section 3: All checks, drafts, or other orders for payment of money by the Organization shall be signed by the Treasurer or by such person or persons as the Executive Board may from time to time designate by resolution.
- Section 4: Authorized signers of checks shall be the President, Vice-President, Treasurer and Assistant Treasurer. No authorized signatory may write a check to themselves.
- Section 5: The Executive Board shall, after paying or making provisions for the payment of all liabilities budgeted for the current school year, shall retain all excess assets and funds. Funds raised by the PTO shall remain in the PTO treasury and shall be used for the benefit of the students, parents, and teachers of the school. A minimum balance of \$15,000 must remain in the treasury at the end of the school year.
- Section 6: All receipts for reimbursement from the annual budget shall be turned in by staff by May 31st of the current school year.

Article XII
Conflict of Interest Policy

- Section 1: The purpose of the Conflict of Interest Policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might also 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 conflicts of interest applicable to nonprofit and charitable organizations.
- Section 2: Definitions of conflict of interest:
- 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, benefits, perquisites and reimbursements for personal expenses that are substantial
 - c. A financial interest is not necessarily a conflict of interest. Under Article XIII, 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 and nature of his or her financial interest to the Executive Board considering the proposed transaction or arrangement, and be given the opportunity to disclose all material facts.
 - i. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, the interested person shall leave the governing board or committee meeting while the financial interest is discussed and the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide whether a conflict of interest exists.
 - b. Procedures for Addressing the Conflict of Interest:
 - i. 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.
 - ii. 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.
 - iii. 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 or officers 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.
 - c. Violations of the Conflict of Interest Policy:
 - i. If the Executive 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 Executive Board or committee determines that the member is an interested person and 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 proceedings 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 Executive 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; any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.
- Section 5: Compensation:
- a. No interested person shall vote on any matter relating to his or her compensation, irrespective of whether the compensation is received directly or indirectly, from the Organization.
 - b. The Organization shall endeavor to ensure that all compensation arrangements affecting interested persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances.
- Section 6: 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 objectively reasonable 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 an excess benefit transaction.

Section 7: Use of Outside Consultants.: When conducting the periodic reviews as provided for in Article XIII, Section 7, the Organization may, but need not, use outside advisers and consultants. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

Article XIII
Miscellaneous

Section 1: The Organization shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. In addition, the Organization shall not promote propaganda or attempt to influence legislation.

Section 2: The Organization shall not enter 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.