

**Bylaws
of the
Scott M. Leaman Elementary School
Parent Teacher Organization**

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ARTICLE I – NAME & CORPORATION

- Section 1 NAME**
The name of this organization shall be: Scott M. Leaman Elementary School Parent Teacher Organization hereafter referred to as PTO.
- Section 2: OFFICE**
The principal office for the transaction of the business of the PTO (“principal office”) shall be located at 1200 Brentford Circle, Lincoln in the State of California.
- Section 3: ORGANIZATION**
The PTO is legally chartered under the above said name in the Office of the Secretary of State of the State of California. The PTO is a not for profit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- Section 4: USE OF PTO NAME**
The PTO’s name, logo or any other mark shall be used only for activities sanctioned by the PTO board of directors.

ARTICLE II – PURPOSE

The purpose of the PTO is to encourage and support a) the school staff by helping to enhance and supplement curriculum and instruction; b) effective communication and involvement between school, home and community; c) parents and the community in working successfully with the school to promote growth in the students academically, socially and behaviorally; and d) a sense of community between school families.

ARTICLE III – MEMBERSHIP

Section 1: **DISCRIMINATION**

There shall be no discrimination or restriction on membership because of race, color, creed, national origin, sex, age, religion, citizenship, sexual orientation or disability.

Section 2: **MEMBERSHIP**

The PTO membership shall be composed of parents and/or legal guardians of students who currently attend Scott M. Leaman Elementary School, current faculty staff and volunteers of the school. Regular Members shall have the right to attend and participate in all meetings and activities of the organization. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights. Members have one vote per household.

Section 3: **DUES**

Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights..

ARTICLE IV - OFFICERS & ELECTIONS

Section 1: **Officer Positions**

The officers of the PTO shall minimally be:

- President
- Vice President
- Secretary
- Treasurer
- Current Principal, which is a non-elected position

In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

a. **President.** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member

of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. **Vice President.** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall also oversee the committees of this organization.

c. **Secretary.** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

d. **Treasurer.** The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

e. **Current Principal:** The Current Principal shall be a member of the Executive Committee and is a non-elected position.

Section 2. Eligibility

Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 3. Nominations and Elections

A slate of candidates shall be presented in April. Each candidate may give a brief description of their proposed agenda for the upcoming year and upon the event of two or more candidates vie for the same officer position, a ballot election will be held. The election of officers shall take place during the General Meeting in May each year to assume their duties during the summer and following year.

Section 4. Term of Office

Each officer shall serve a one-year term and no more than two consecutive years in the same position. After taking one year off, an officer may serve in a previously held position.

Section 5. Removal From Office

If an officer in positions listed in Article III, Section 1, A through D above, fails to attend three consecutive meetings without adequate excuse or is not fulfilling the responsibilities of the office as prescribed in these bylaws, the Executive Committee may, by two-thirds vote, ask for the resignation of that officer.

Officers can also be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. Vacancies

In the case of a vacancy in any office, any executive officer or the committee can fill the position, except for the President position. In the event of a vacancy of the President position during the year, the Vice President shall immediately assume

the office. All other positions may be filled by a special PTO election held during the next regularly scheduled General Meeting or by a PTO action taken at a special PTO meeting. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

ARTICLE V – MEETINGS

Section 1: Regular Meetings

PTO shall meet regularly during the regular school year not less than 8 times per school year. The regular meeting of the organization shall be on the same day and at the same time each month, to be determined by the executive board.

Section 2: Special Meetings

Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and phone calls.

Section 3: Annual Meeting

The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4: Quorum

The quorum shall be 10 members of the organization.

Section 5: Notification of Meetings

The secretary will work with the Principal to notify the members of the meetings via email at least one week prior to the meeting.

Section 6: Voting Rights

A majority vote of the membership present at the meeting shall be required for all actions to be taken by the organization. All members in good standing with their dues present at the meeting shall have the right to vote on the issues brought before the PTO for a general vote and to elect officers to hold office. All procedures and meetings shall be governed in accordance with Robert's Rules of Order which is completed by a motion, second motion, discussion and vote.

Proxy voting and absentee ballots may be permitted.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Membership

The Executive Board shall consist of the officers, principal, and standing committee chairs.

Section 2. Duties

The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings

Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board. Special meetings may be called by any two board members, with 24 hours notice.

Section 4. Quorum

Half the number of board members plus one constitutes a quorum.

ARTICLE VII - COMMITTEES

Section 1. Membership

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

Section 2. Standing Committees

The following committees shall be held by the organization: Fundraising, Hospitality, Membership, Communications, Arts and Enrichment, Family Events, Nominating, and Audit.

Section 3. Additional Committees

The board may appoint additional committees as needed.

ARTICLE VIII – FINANCES

Section 1. Budget

A tentative budget shall be drafted in spring for the following school year and approved at a fall meeting by a majority vote of the members present. The Executive Committee shall present to the membership at the first General Meeting of the year a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the PTO during the year. Any deviation from the budget must be approved by vote.

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

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

Section 4. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the president, treasurer, and principal.

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 6. The fiscal year shall coordinate with the school year.

Section 7. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 8. Loans
No loans shall be made by the organization to its officers or members.

Section 9. Disbursements
All checks, drafts, or other means of payment shall be signed by the treasurer and one other designated officer. None of the check signers shall be related, married or reside in the same residence. Amounts exceeding \$250 not previously listed in the approved annual budget must first be approved by a majority vote of the individuals present at a regularly called meeting before being disbursed.

Section 10. Teacher Courtesy Expense Allotment*
Each teacher shall be allowed to spend \$5 per student per school year without asking PTO permission first. This allotment will be put toward funds that benefit the students or teachers workflow. Teachers will submit for reimbursement by filling out a Teacher Courtesy Expense Allotment Form and submitting it to the current PTO treasurer.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/standing rules.

ARTICLE X – STANDING RULES

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

ARTICLE XI – EXECUTIVE COMMITTEE CHANGEOVER

Section 1. Closing Board
The executive board's fiscal year shall run for twelve months, starting in June following the changeover meeting in June. The board must appoint 1 executive Board member and 1 general member to audit the books by the first of November of the following fiscal year. The audit shall be presented at the next general membership meeting following the audit's completion.

Section 2. Changeover Meeting
The executive board shall have a changeover meeting in June for the board members to obtain information from the prior year. The President is responsible

for organizing said meeting. All records, files and documents must be transferred to the new board members at such time.

ARTICLE XII - DISSOLUTION

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended at any General meeting by a simple majority of affirmative votes of the individuals in attendance. The proposed amendments shall be presented in writing and discussed at the previous meeting.

ARTICLE XIII – CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;or
 - iii. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the

financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's

decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements.

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XIV – LEGAL REQUIREMENTS

This organization is organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c) (3) of the Internal Revenue Code.

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