



everychild.one voice.

Kilbourne Middle School

PTSA Revised

BYLAWS

January 2020

UNIT BYLAWS COVER SHEET

Ohio PTA District 10 County Franklin County Council Worthington

Name of PTSA: Kilbourne Middle School Parent Teacher Student Association

PTA Unit Number: 00031935 Date unit Organized: January 3, 1994

IRS Employer Identification Number #31-1387183

School District served by PTSA: Worthington City Schools

School(s) served by PTSA: Kilbourne Middle School

Unit/School Mailing Address: 50 East Dublin-Granville Rd
Worthington, OH 43085-3101

School Telephone Number: 614-450-4200

 Amendment(s) only, date unit adopted amendment(s) _____

 X Replacement bylaws, date unit adopted bylaws 04/05/2017

 Bylaws reviewed, no changes necessary, date of review _____

Select: Early Child
 Primary
 Elementary
 Intermediate
 X Middle
 Junior
 Senior
 Community

Select: X Public
 Private
 Public Charter
 Private Charter

Grade levels: 6-8

Current contact name & address: Meghan Calamari
 280 Heischman Ave
 Worthington, OH 43085

Current contact e-mail: medcal@gmail.com Phone: 614-288-1211

Ohio PTA approved *Linda Read*
 Director of Bylaws & Standing Rules

Ohio PTA approved date August 27, 2020

Kilbourne Middle School Parent Teacher Student Association

(KMS PTSA)

Bylaws

TABLE OF CONTENTS

| | | |
|---------------|---|-------|
| ARTICLE I | NAME | 2 |
| ARTICLE II | PURPOSES | 2 |
| ARTICLE III | BASIC POLICIES | 2-3 |
| ARTICLE IV | RELATIONSHIP WITH NATIONAL AND OHIO PTA | 3-4 |
| ARTICLE V | MEMBERSHIP AND DUES | 4-5 |
| ARTICLE VI | OFFICERS | 5 |
| ARTICLE VII | NOMINATIONS AND ELECTIONS | 5-6 |
| ARTICLE VIII | DUTIES OF OFFICERS | 6-7 |
| ARTICLE IX | EXECUTIVE COMMITTEE (REMOVED) | 8 |
| ARTICLE X | EXECUTIVE BOARD | 8 |
| ARTICLE XI | COMMITTEES | 9 |
| ARTICLE XII | GENERAL MEMBERSHIP MEETINGS | 9-10 |
| ARTICLE XIII | PTA COUNCIL MEMBERSHIP | 10 |
| ARTICLE XIV | OHIO PTA CONVENTION | 10 |
| ARTICLE XV | FISCAL YEAR | 10 |
| ARTICLE XVI | DISSOLUTION | 10 |
| ARTICLE XVII | PARLIAMENTARY AUTHORITY | 11 |
| ARTICLE XVIII | ELECTRONIC TECHNOLOGY/PROCEDURE INTEGRITY | 11 |
| ARTICLE XIX | AMENDMENTS | 11 |
| ARTICLE XX | CONFLICT OF INTEREST POLICY | 11-13 |

***Article I—Name**

The name of this association is the Kilbourne Middle School Parent, Teacher and Student Association (PTSA) of Worthington, Ohio. It is a local PTSA organized under the authority of Ohio Congress of Parents and Teachers (Ohio PTA), a branch of National Congress of Parents and Teachers (National PTA).

***Article II—Purposes**

Section 1. The purpose or purposes (Objects) which the corporation will hereafter pursue are:

- a. To promote the welfare of children and youth in home, school, places of worship, and throughout the community;
- b. To raise the standards of home life;
- c. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;
- d. To promote the collaboration and engagement of families and educators in the education of children and youth;
- e. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and
- f. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

Section 2. The purposes of the PTSA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3. The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

Section 4. In accordance with Ohio PTA, this association further defines children and youth as birth through 23 years of age.

***Article III—Basic Policies**

The following are basic policies of PTSA:

- a. The association shall be noncommercial, nonsectarian, and nonpartisan.
- b. The association shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- c. The association shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.

- d. No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, directors, trustees, 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 II.
- e. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to Ohio PTA or a non-profit organization, which is tax-exempt and meets the requirements of regulations under Section 501(c)(3) of the Internal Revenue Code. (see article XVI: Dissolution for details)
- g. The association or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

***Article IV—Relationship with National PTA and Ohio PTA**

Section 1. This local PTSA is chartered as a constituent association of the Ohio PTA in conformity with such rules and regulations as the Ohio PTA and National PTA may prescribe.

The Ohio PTA has issued to this local PTSA an appropriate charter. The charter shall be subject to withdrawal and the status of this association as a PTSA unit shall be subject to termination in the manner and under the circumstances provided in the bylaws of the Ohio PTA.

Section 2. Individual National and Ohio PTA dues are collected from members by this local PTSA and shall be submitted to the Ohio PTA monthly.

Section 3. This local PTSA to be in good standing with Ohio PTA:

- a. Adheres to the purposes and basic policies of PTSA,
- b. Remits the initial payment of National and Ohio PTA dues to the Ohio PTA by November 30,
- c. Reviews these bylaws every three (3) years and submits them to the Ohio PTA Director of Bylaws and Standing Rules for further approval,
- d. Adhere to the Ohio PTA Standards of Affiliation, and
- e. Meets other criteria as may be established by the National or Ohio PTA.

Section 4. These bylaws and amendments to them must be approved by the Ohio PTA and shall not be in conflict with National PTA bylaws or Ohio PTA bylaws.

Section 5. This local PTSA not in good standing by:

a. November 30:

1. Shall not be eligible for awards.
2. Shall have their unit removed from the mailing list of the Ohio PTA.
3. Shall not be eligible to participate in the Reflections program of the Ohio PTA. b.

March 15:

1. Shall be considered inactive.
2. Shall know that the Internal Revenue Service (IRS) will be notified by Ohio PTA that this unit is no longer a tax-exempt association of the Ohio PTA.

Section 6. To be reinstated to good standing, this local PTSA shall provide a list of current officers, remit the current year's National PTA dues and Ohio PTA dues, and fulfill Ohio PTA Standards of Affiliation and current IRS regulations collaborating with the Ohio PTA office.

Section 7. This local PTSA shall keep minutes of meetings, a membership list, and accounting records sufficient to establish the items of gross income and disbursements of the association, including dues collected from its members and the amount of dues remitted to the Ohio PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Ohio PTA.

Section 8. This local PTSA, if disbanding or withdrawing from the Ohio PTA, shall notify its Ohio PTA District Advisor or the Ohio PTA office thirty (30) days before a disbanding vote is taken and be governed by the procedure established by the Board of Directors of the Ohio PTA.

Section 9. This local PTSA, in accordance with IRS regulations, shall:

- a. File a Form 990 or 990 EZ with a Schedule A if gross receipts exceed \$50,000 annually or file a form 990 N if gross receipts do not exceed \$50,000 annually with the IRS; and
- b. Know that the Ohio PTA office staff has applied for a Federal Employer Identification Number (EIN) for this constituent unit.

Section 10. This local PTSA, in accordance with the State of Ohio regulations shall: Register with the Attorney General's office and file annually thereafter.

***Article V—Membership and Dues**

Section 1. Every individual who is a member of this local PTSA is, by virtue of that fact, a member of the National PTA and of the Ohio PTA and is entitled to all the benefits of such membership.

Membership in this local PTSA does not imply membership in any other local PTSA.

Section 2. Membership in this local PTSA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of PTSA.

Section 3. Each member shall pay \$10 in annual dues to this local PTSA. For each individual, these annual dues shall include Ohio PTA dues (currently \$2.50, but subject to change) and National PTA dues (currently \$2.25, but subject to change), and KMS PTSA annual dues of \$5.25.

The total amount of the dues for this local PTSA is currently \$10, BUT if the Ohio PTA or National PTA increase their dues at a time, the \$10 increases by whatever the Ohio and National PTA increase is (rounded up to the nearest whole dollar).

Dues may also be increased by a majority vote of the general membership at a scheduled meeting without submitting new bylaws for approval.

Section 4. Individuals are entitled to only one vote even though they may be serving in more than one position. There shall be no voting by proxy at any meeting of this local PTSA.

Section 5. Only current members of this local PTSA may serve in any elective or appointive positions or participate in any business of this local PTSA.

Section 6. Members who are under 18 years of age are prohibited under Ohio law from signing contracts that bind the members of this local PTSA.

Section 7. Membership year is 1st day of July to 30th day of June.

***Article VI—Officers**

The elected officers of this local PTSA shall be one president, one 1st vice-president, one 2nd vice president, one recording/corresponding secretary, one treasurer, one PTA council delegate and one alternate PTA council delegate.

***Article VII—Nominations and Elections**

Section 1. There shall be a nominating committee composed of 3 current members of this local PTSA (minimum of 3). At least two of this committee shall be nominated by the executive board from its body. The unit will nominate alternates.

- *a. The President may not serve on this committee.
- b. The nominating committee shall be elected by this local PTA at a regular general membership meeting in the month of March or April.
- c. The chair shall be elected by the nominating committee members.
- d. The nominating committee shall nominate one (1) eligible person for each office to be filled and report its nominees to the regular general membership prior to the meeting in which the elections are to be held. Additional nominations may be made from the floor at the election meeting.
- e. Only individuals who are current members of this local PTSA and who have signified their consent to serve if elected shall be nominated for office.

Section 2. The following provisions govern the eligibility of individuals to be officers of this local PTSA:

- a. No officer may serve more than two (2) consecutive terms in the same office. A term is one (1) year. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.
- *b. An officer must be a current member of this local PTSA.

Section 3. Officers shall be elected annually in the month of April or May, as long as the slate has been read at the previous meeting.

Section 4. The vote shall be conducted by written ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

Section 5. Officers shall assume their official duties in June and shall serve for a term of one (1) year or until their successors are elected.

***Section 6.** In case a vacancy occurs in the office of president, the secretary shall serve notice of the election for the president to the members of this local PTSA. The replacement president shall be elected by simple majority vote at a meeting of the membership, with at least two (2) days' notice being given.

Section 7. A vacancy occurring in any other elective position shall be filled for the unexpired term by a person elected by a majority vote of the members' present, notice of such election having been given.

Article VIII—Duties of Officers Section

Section 1. The president shall:

- a. Preside at all meetings of this local PTSA;
- b. *Serve as an ex-officio member of all committees except the nominating and audit/financial review committees;
- c. Coordinate the work of the officers and committees of this local PTSA in order that the purposes may be promoted;
- d. Ensure that this local PTSA complies with the Ohio PTA Standards of Affiliation.
- e. Ensure that this local PTSA registers and files with the Ohio Attorney General in accordance with state law.
- f. Appoint committee chairmen except the chair of the nominating committee;
- g. Ensure that the Executive Board appoints an audit committee at the appropriate time; and
- *h. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by this local PTSA.

Section 2. The vice president(s) shall:

- a. Act as aide(s) to the president;
- b. In the order listed in Article VI, perform the duties of the president in the president's absence or inability to serve; and
- *c. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by this local PTSA.

Section 3. The recording/corresponding secretary shall:

- a. Keep a record of all meetings of the association, Board and Executive Committee ;
- b. Be custodian of the permanent file;
- c. Have a current copy of the bylaws and standing rules;

- d. Obtain a membership list from the Membership Chair;
- e. Submit to Ohio PTA the requested list of names and addresses of unit officers or chairs;
- f. Submit to Ohio PTA a record of annual volunteer hours of this local PTSA; and
- g. Conduct correspondence as directed by the president, Board, or association;
- h. Maintain a file of correspondence received by the association; and
- *i. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by this local PTSA.

Section 5. The treasurer shall:

- *a. Have custody of the funds and maintain a full and accurate account of the receipts and disbursements belonging to this local PTSA;
- *b. Make disbursements as authorized by the President, Board, or membership in accordance with the budget adopted yearly by this local PTSA;
- *c. Have checks signed by two officers, who are not immediate family members; the treasurer and one other officer;
- *d. Provide a financial statement at each meeting. Provide financial statements at other times when requested by the executive board;
- *e. Submit to the Ohio PTA an annual report of the financial condition of the association.
- *f. Submit the books and a report annually or upon change of officer for an audit/financial review by an Auditor or an auditing committee of not fewer than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the executive board at least two (2) weeks before the annual meeting and at any change of Treasurer. Report the findings of any review to the board;
- *g. Have this local PTSA bonded for a sum equivalent to the average gross receipts of this association during a year;
- *h. Submit the Ohio PTA and National PTA portion of the dues to Ohio PTA monthly with the first payment no later than November 30. Dues received after November 30 shall be forwarded monthly;
- *i. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by this local PTSA;
- *j. File a 990 form annually with the IRS; and
- *k. Have this unit maintain appropriate liability insurance

Section 6. The PTA council delegate(s), or their alternate PTA council delegate(s), shall:

- a. Attend the meetings of Worthington PTA Council and report to the association,
- b. Be a member of the PTA council voting body representing this local PTSA (as long as the council is in operation), and
- c. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by this local PTSA.

Section 7. All officers shall:

- a. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by this local PTSA.
- b. Deliver to their successors all official material no later than fifteen (15) days following the election of their successor, by close of the school year, or upon resignation.

Article IX— Executive Board

Section 1. Members of the Executive Board shall serve until the election of their successors. The members of the Executive Board shall consist of:

- a. elected officers of this local PTSA;
- b. the principal of the school, or a representative appointed by them.

Section 2. Duties of the Executive Board shall be to:

- a. Transact necessary business in the intervals between regular association meetings and such other business as may be referred to it by the association;
- b. Create special committees (and select committee chairman) as it may deem necessary to promote the purposes of PTA and carry on the work of this local PTSA;
- c. Determine whether a standing committee's plans of work are required and to approve/disapprove the plans of work of the standing committee if approval is required;
- d. Report at the regular meetings of the association;
- e. Ensure a budget is prepared and submitted to the general association for approval for the fiscal year;
- f. Fill vacancies in elective and appointed positions except for president; and
- g. To appoint an Auditor or auditing committee at least two (2) weeks before the annual meeting (or during any change of Treasurer) to audit the treasurer's annual report and books as seen in the treasurer's duties. The auditing committee shall consist of not fewer than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

Section 3. Regular meetings of the Executive Board shall be held with the date and time to be fixed by the Executive Board at its first meeting of the year.

Section 4. Special meetings of the Executive Board may be called by the president or when requested by three Executive Board members upon seven days' notice to each member of the Executive Board. No other business than that which is stated in the call shall be transacted at this meeting.

***Section 5.** At all meetings of the Executive Board, a simple majority members of the Executive Board, five of whom are officers, shall constitute a quorum for the transaction of business.

Section 6. Upon the expiration of the term of office or when an individual ceases to hold a Board position, that individual shall be relieved of all duties and responsibilities. All records, books, and other materials pertaining to the position shall be turned over to the president and all funds pertaining to the position shall be returned to the treasurer within fifteen (15) after leaving the Board position.

Section 7. If any member of the Executive Board shall at any time ceases to meet the qualifications or fulfill the duties of the position, that person may be removed from the Executive Board by resolution adopted by 2/3 vote of the Executive Board.

Article X- Committees

Section 1. The standing committees of this local PTSA shall be: Boxtops, Bylaws, Cafeteria Volunteers, Cardinal Pride Day, Concessions, Conference Night Dinners, Curriculum Liaison Council representative, 8th grade party, Membership, Name-A-Seat, Nominating Committee, Open House (Spring), Parent Socials, Reflections Program, Spirit Wear, Staff Appreciation and Staff Mini-Grants.

Section 2. The Executive Board may create standing and special committees as it may deem necessary to promote the purposes of the PTA and carry out the work of this local PTSA. The chair of those committees will be appointed by the Executive Board.

Section 3. The term of office of a standing committee chair shall be one (1) year or until the selection of a successor.

Section 4. Audit/Financial Review Committee: An Audit/Financial Review Committee appointed by the Executive Board shall consist of at least three members without check signing privileges. The duties of this committee are to review the Treasurer's accounts and sign an audit/financial review report.

Section 5. The President shall be an ex-officio member of all committees except the nominating and audit/financial review committees. An ex-officio member has the right to make motions, debate and vote, but is not counted in the quorum.

Section 6. A majority of the members of a committee shall constitute quorum for that committee.

Article XI—General Membership Meetings

***Section 1.** Regular meetings of this local PTSA shall be held, set by the board and communicated to the members (usually each month during the school year). A two (2) day notice shall be given to the membership of any change of date. Meetings can be cancelled due to unforeseen circumstances (i.e. weather) without a two-day notice.

Section 2. Special meetings of this local PTSA may be called by the President, by a majority of the Executive Board, or by a group of members equal to the quorum seven (7) days' notice having been given. No other business than that which is stated in the call shall be transacted at this meeting.

***Section 3.** Eight (8) members, at least two (2) of whom are officers, shall constitute a quorum for the transaction of business in any meeting of this local PTSA.

Section 4. Only members in good standing of the PTSA shall be eligible to participate in its business meetings or to serve in any of its elective or appointed positions. A meeting is identified as a single official gathering of the PTSA's members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for short recess.

Section 5. The privilege of holding office, introducing motions, debating and voting shall all be limited to members of the PTSA whose current dues are paid.

Section 6. The annual meeting shall be in April or May of each year, at which time the officers and chairs shall submit yearly reports.

Section 7. This local PTSA shall be entitled to be represented at the District Ten Conference.

Section 8. This local PTSA shall be entitled to be represented at the annual Ohio PTA Convention (as described in the Ohio PTA Bylaws, ARTICLE XXIII) by the President or their representatives, and accredited delegates, provided the local PTSA's dues are paid by March 15. Each local PTA/PTSA will submit a list of their voting representatives (delegates) to the annual convention as prescribed in the call for convention.

Article XII—PTA Council Membership

Section 1. This local PTSA shall be a member of the Worthington PTA Council and be represented in those meetings by the elected PTA council delegate(s), or the elected alternate PTA council delegates(s) or the President in their absence.

Section 2. KMS PTSA shall pay annual dues to the Worthington PTA Council as specified in the Worthington PTA Council bylaws.

***Article XIII—Ohio PTA Convention**

Members of this local PTSA, if in good standing, may attend the Ohio PTA Convention.

***Article XIV—Fiscal Year**

The fiscal year of this local PTSA shall begin on July 1 and end on the following June 30.

***Article XV—Dissolution**

Section 1. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets will be distributed to the Ohio PTA or a non-profit association, which is tax-exempt and meets the requirements of regulations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. The procedure for dissolution is as follows:

- a. When a motion to disband is presented and seconded at a regularly scheduled general membership meeting, it must be deferred for vote until the next regularly scheduled general membership meeting. All members must be notified by first class mail or email, along with the Ohio PTA District Advisor or the Ohio PTA office at least thirty (30) days prior to the meeting at which the vote will be taken on the motion to disband.

- b. At the next regularly scheduled general membership meeting the motion to disband is opened for discussion. A two-thirds (2/3) vote of members present and voting is required for the motion to be adopted.
- c. If the motion to disband passes, the IRS shall be notified by Ohio PTA that this local PTSA is no longer a tax-exempt association of the Ohio PTA and the books, records, charter of this local PTSA along with any remaining assets shall be returned to the Ohio PTA office by registered mail, hand delivered to the office of the Ohio PTA, or given to the Ohio PTA Board of Directors representative.

***Article XVI—Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, Eleventh Edition shall govern this local PTSA in all cases in which they are applicable and in which they are not in conflict with these bylaws, unit standing rules, National PTA Bylaws, the Ohio PTA Bylaws, special rules of order, or Articles of Incorporation.

***Article XVII— Electronic Technology/Procedure Integrity**

Section 1. The KMS PTSA may place policy procedures, such as the Ohio PTA Bylaws, KMS PTSA bylaws and standing rules on password protected areas of the KMS website.

Section 2. The KMS PTSA will make every effort to ensure the website information is free from outside tampering so as to protect the integrity of the information and will alert users when breaches of security are identified.

Section 3. Use of the National PTA and Ohio PTA trade name and seal on a website is prohibited without written permission from the Ohio PTA.

Section 4. The KMS PTSA will make every effort to ensure web pages are accurate, but assumes no liability for errors or omissions.

Section 5. The KMS PTSA may use social media to support the PTA mission.

***Article XVIII-Amendments**

Section 1. These bylaws may be amended at any regular general meeting of this local PTSA by a two-thirds (2/3) vote of those present and voting. Notice of proposed amendments must have been provided to the membership seven (7) days prior to the meeting.

Section 2. This local PTSA may appoint a committee to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the association or by a two-thirds (2/3) vote of the Board. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Section 3. All revisions and amendments by this local PTSA to these bylaws shall be submitted to the Ohio PTA Director of Bylaws and Standing Rules for approval.

Section 4. The adoption of an amendment to any provision of these bylaws by Ohio PTA shall serve automatically and without the requirement of any further action by this local PTSA to amend correspondingly these bylaws. This local PTSA shall promptly incorporate such amendments into these bylaws.

Article XIX-Conflict of Interest Policy

Section 1. The purpose of the Conflict of Interest Policy, as strongly suggested by the Internal Revenue Service, is to protect Kilbourne Middle School and Kilbourne Middle School PTSA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a PTSA officer, Executive Board member, or PTSA member in good standing.

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. The definition of an interested person is any PTSA officer, Executive Board member or PTSA member in good standing with voting powers, who has a direct or indirect financial interest.

Section 3. A person will be considered to have a financial interest if the person has, directly or indirectly, through business, investment, or family has:

- a. An ownership or investment interest in any entity with which KMS PTSA has a transaction or arrangement.
- b. A compensation arrangement with KMS PTSA or with any entity or individual with which KMS PTSA has a transaction or arrangement.
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual which KMS PTSA is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- e. A financial interest is not necessarily a conflict of interest. Under Section 4 of ARTICLE XVII, a person who has a financial interest may have a conflict of interest only if the Executive Board or committee decides that a conflict of interest exists.

Section 4. 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 officers, Executive Board members and any PTSA members with delegated powers considering the proposed transaction or arrangement.

- a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, she/he shall leave the Executive Board, committee and/or PTSA meeting while the determination of whether a conflict of interest exists is discussed and then voted upon, majority vote controlling the determination.

- b. The Executive Board or chairperson of the 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 Executive Board or committee shall determine whether KMS PTSA 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. If a more advantageous transaction or arrangement is not reasonably possible without producing a conflict of interest, the Executive Board, committee and/or KMS PTSA shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in KMS PTSA/school's best interest, for its own benefit; whether it is fair and reasonable and shall make its decision as to whether or not to enter into the transaction or arrangement.

Section 5. If the Executive Board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. 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 has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action, if necessary.

Section 6. Minutes will be kept during Executive Board and KMS PTSA meetings to record names of the persons who have disclosed or 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 decision as to whether a conflict of interest in fact exists. Also included in these minutes are to be the names of persons who were present for the discussions, any votes taken related to the discussion, and the content of the discussion, including any alternatives to the proposed transaction or arrangement.

Section 7. A voting member of the Executive Board, committee or PTSA who receives compensation, directly or indirectly, from KMS PTSA for services is precluded from voting on matters pertaining to that member's compensation.

Section 8. Each officer, committee chairpersons and PTSA member in good standing of KMS PTSA shall be provided notice that there is a conflict of interest policy within the KMS PTSA Bylaws. These will be made available at all Executive Board and PTSA meetings.