

# **Gemini Mustang PTO Constitution and Bylaws Gemini Middle School Niles, Illinois**



## ***Article I* ♦ Name and Description**

Section 1. *Name* – the name of the organization shall be the Gemini Mustang Parent Teacher Organization, operating as the ‘Gemini PTO’.

Section 2. *Description* – The Gemini PTO is a nonprofit organization that exists for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future code. The Gemini PTO operates within the East Maine School District 63, also referenced in this document as ‘District 63’.

## ***Article II* ♦ Purpose**

The purpose of the Gemini PTO shall be to:

1. Foster educational partnerships and create community between parents/guardians of Gemini students and Gemini Middle School teachers/staff;
2. Assist in creating an equitable and inclusive learning environment for all Gemini students;
3. Create a cooperative environment that encourages participation and engagement from students, parents/guardians, teachers, staff, and administrators, as well as the community;
4. Support and enhance the goals and opportunities provided by District 63 and Gemini Middle School; and
5. Provide service for school functions and engage in fundraising projects.

## ***Article III* ♦ Policies**

1. The Gemini PTO shall be noncommercial, nonsectarian, and nonpartisan while remaining inclusive and supporting the District’s policies and mission.
2. The name of the Gemini PTO or the names of any members in their official capacities shall not be used in any connection with a commercial concern or any partisan interest or for any purpose not appropriately related to the promotion of the objectives of this PTO.
3. The Gemini PTO shall follow all District 63 and Gemini Middle School rules and guidelines and, when possible and appropriate, will respond to feedback from the principal and assistant principals.

## ***Article IV* ♦ Membership**

Section 1. *General Membership*

- A. General membership in the Gemini PTO shall be automatically granted to all parents/guardians of current Gemini students and all teachers and staff of Gemini School.
- B. The principal is a non-voting member serving as an advisor and consultant to the Gemini PTO.
- C. All members must abide by the Gemini PTO Code of Conduct.

Section 2. *Membership Year* – The membership year shall be from July 1 of the current year, through June 30 of the following year.

**Article V ♦ Meetings**

Section 1. *General PTO Meetings*

- A. General PTO meetings shall be held on the same day and at the same time each month, to be determined by the executive board. The general membership must be notified of the regular meeting date and time at least fourteen (14) days prior to the first meeting.
- B. Members are considered present if they attend either virtually or in person.
- C. If an in-person meeting cannot be held for any reason, all executive board, special, and general PTO meetings may be held virtually.

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. Notice of the special meeting shall be sent to the members at least five (5) days prior to the meeting.

Section 3. *Voting*

- A. Voting will be limited to general membership present in person or virtually at the time of the vote, with a maximum of two votes per household.
- B. Members in attendance at general or special PTO meetings shall constitute a quorum, with a simple majority carrying all motions.
- C. Electronic voting can also take place in-between General and Special Meetings, with adequate notice, via electronic poll or survey. A minimum of twenty (20) votes are required to constitute a quorum, with a simple majority carrying all motions.

**Article VI ♦ The Executive Board**

Section 1. *Board Members*

- A. The executive board of the Gemini PTO shall consist of the President, Vice President, Secretary, and Treasurer, hereafter referred to as “Board Members.”
- B. The privilege of serving as a board member shall be limited to general members (defined above in Article IV).
- C. Board members of the Gemini PTO shall be elected for a term of one (1) year and shall not be eligible for more than two (2) consecutive terms in the same office unless no other candidate is willing.
- D. Board members will be permitted to serve if they are duly elected and continue to meet the requirements of Article IV.
- E. Board members shall be installed and assume their official duties August 1 of the membership year following their election.

Section 2. *Executive Board Functions* – Executive board tasks shall include:

- A. Create an agenda for all General PTO and Special Meetings;
- B. Prepare and submit a budget for approval by the general membership at the first general PTO meeting of the membership year (the budget presented shall account for September 1 to August 31);
- C. Vote and approve all non-budgeted expenditures up to \$750.00;
- D. Vote and execute any PTO related contracts;
- E. Oversee all committees, including appointing chairs and members, and provide reports at general PTO meetings;
- F. Review all mass communications;
- G. Oversee the PTO email inbox;
- H. Prepare and file all required tax returns, information, and reports required of the 501(c)(3) organization, as well as all financial reports required by the State of Illinois and District 63, in a timely manner;
- I. Maintain current tax exemption certificate, which includes paying the annual tax exempt fee to remain in good standing with the State of Illinois; and
- J. Renew and maintain an annual Certificate of Insurance.

Section 3. *Meetings*

- A. An executive board meeting shall be held regularly or as deemed necessary by the majority of the executive board during the school year. Notice of such executive board meetings shall be provided to all members of the executive board at least two (2) days in advance of the meetings.
- B. A majority of the executive board shall constitute a quorum. A vote of three (3) of the five (5) executive board members shall be required to carry any motion. If an immediate decision is required, the executive board may confer and act by electronic means if all executive board members are contacted.

Section 4. *Vacancy*

- A. Should a vacancy occur in the office of President, the Vice President the role of President. Then the process outlined below in Article VI Section 4B would be followed to fill the office of Vice President.
- B. Should a vacancy occur in any other position on the executive board, a member may be elected according to the election process in Article IX Section 3 to serve for the remainder of the term.

***Article VII ♦ Duties of the Board Members***

Section 1. *Universal Board Member Duties* – All board members shall:

- A. perform their individual duties as stated in the bylaws;
- B. perform the joint executive board duties assigned, as agreed upon by the executive board; and
- C. attend all PTO and executive board meetings.

Section 2. *President Duties* – The president shall:

- A. Preside at all PTO and executive board meetings;
- B. Attend all District 63 PTO Presidents' Council meetings and provide a summary at the general PTO meetings;
- C. Set the dates for executive board meetings;

- D. Oversee preparation of the final agenda prior to all meetings (General and any Special Meetings);
- E. Have the authority to use the organization debit card and the authority to approve another board member, committee chair, or committee member to use the organization debit card;
- F. Cast the deciding vote in case of a tie at general membership meetings;
- G. Oversee and coordinate recruitment efforts for the Gemini PTO;
- H. Be the primary contact for the principal/assistant principals; and
- I. Provide oversight to any President duties that have been delegated to another PTO member.

Section 3. *Vice President of Engagement Duties* – The vice president shall:

- A. Perform the duties of the President in their absence, including filling their vacancy;
- B. Coordinate all social media accounts and activities;
- C. Maintain the Gemini PTO website;
- D. Oversee all committees and coordinate their programs and activities; and
- E. Respond to or delegate to the appropriate board member all email from the PTO email inbox;
- F. Create, oversee, and coordinate all mass communications to the general PTO membership;
- G. Provide oversight to any Vice President duties that have been delegated to another PTO member.

Section 5. *Treasurer Duties* – The treasurer shall:

- A. Be the principal accounting and financial officer responsible for maintaining records using a computer or cloud-based software;
- B. Receive all monies of the organization and disburse funds as authorized by the executive board;
- C. Be responsible for all bank transactions;
- D. Pay out funds only in accordance with the budget and bylaws or as authorized by the executive board;
- E. Make a statement of account at every general PTO meeting; and
- F. Together with the executive board, prepare an operational budget for the new fiscal year to be presented at the first meeting of the school year for approval by the general PTO membership.

Section 6. *Secretary Duties* – The secretary shall:

- A. Keep minutes of all executive, general, and special PTO meetings and present to the executive board for review;
- B. Distribute minutes for review and approval at subsequent meetings;
- C. Ensure approved minutes are posted on the PTO webpage;
- D. Maintain records, such as minutes, legal documents, and other important documents, using a computer or cloud-based software;
- E. Distribute agenda for general and special PTO meetings at least 24 hours in advance;
- F. Compile the attendance list at all executive board and general PTO meetings and include in the meeting minutes.
- G. Provide notice to the general membership of all meetings at least seven (7) days in advance of the meetings.

Section 7. *Shared Duties*

- A. In the event that all executive office positions are not filled, offices can be shared.
- B. Two members working together may hold any office as co-officers. The co-board members shall determine their responsibilities between themselves and must act in accord with the other board members and these bylaws.

Section 1. *Standing and Special Committees* – Standing and special committees will be formed for the purpose of fundraising initiatives, special events, and other purposes as deemed necessary by the executive board.

Section 2. *Committee Chairs* – The executive board shall ask for a committee chair(s) to perform duties including, but not limited to:

- A. Managing volunteers, following given budget/timeline/dates, and executing said duties within guidelines provided;
- B. Making every effort to attend all general PTO meetings;
- C. Reporting at the general PTO meetings or sending a report to the executive board; and
- D. Maintaining any relevant documentation and/or records relating to said committee.

## ***Article IX* ♦ **Board Member Applications and Elections****

### Section 1. *Board Member Applications*

- A. The executive board will notify all general PTO members (defined in Article IV above) electronically of the upcoming election and deadline for submitting applications for the executive board of the Gemini PTO. This information and the availability of the application form will also be announced at the April general PTO meeting.
- B. Application forms for specific positions shall be filled out and returned to the PTO by April 15.
- C. If any board member positions remain without candidates after the April 15 application deadline, board members will ask any candidates who have applied for the same position if they are interested in the open position(s). If any positions remain without candidates after that, a nominating committee appointed by the executive board will seek out interested applicants.
- D. The secretary will create an Official Election Ballot to be presented one week before the May general PTO meeting.
- E. An application will only be valid if the candidate declares orally at the meeting, or in writing or by email prior to the meeting, that the candidate is willing to take a seat on the executive board if elected. Applications can be declined if the member does not wish to hold an office and their name will be removed from the Official Election Ballot.

### Section 2. *Elections*

- A. Elections will be held in May at the general PTO meeting.
- B. If there is only one candidate for each position on the Official Election Ballot, a slate ballot can be passed with a voice vote of the general PTO membership present.
- C. If there is more than one candidate for any position on the Official Election Ballot, voting by ballot will commence via an electronic link in an anonymous fashion (ie, SmartSurvey). Members must be present (virtually or in person) to vote; no absentee or proxy voting will be allowed.
- D. A recess will be taken by the executive board to determine the newly elected board members that received the most votes. Executive board members who are current candidates shall not be involved in vote tabulation. In the event that all executive board members are running for re-election, they will appoint a vote counter from the general membership.
- E. The meeting will be reconvened and the executive board or vote counter will announce the newly elected board members of the executive board of the Gemini PTO for the upcoming year.
- F. In the event of a tie, there will be an immediate run-off election, held in the same anonymous fashion, to determine a winner.

- G. Official Election Ballots will be stored in a cloud-based record system for five (5) years in case there are any concerns or a need for a recount.

Section 3. *Early Vacancies* – If one or more board member position vacancies occur before the end of their term, the applications and elections process shall be modified as follows.

- A. The executive board will announce the need for applications and will notify all general PTO members electronically of the upcoming election and deadline for submitting applications for the open executive board position(s) following the resignation of the board member(s).
- B. Application forms for specific positions shall be filled out and returned to the PTO by a deadline to be set by the executive board, which shall be at least ten (10) days prior to the election at a general or special PTO meeting.
- C. If any board member positions remain without candidates after the application deadline, a nominating committee appointed by the executive board will seek out interested applicants.
- D. The secretary (or another board member if the secretary has resigned) will create an Official Election Ballot to be presented seven (7) days before the general or special PTO meeting at which the election is to take place.
- E. Elections shall proceed according to the process described above in Article IX Section 2 at the general or special PTO meeting designated for the election.

## *Article X* ♦ **Financial Operations**

Section 1. *Fiscal Year* – The fiscal year of the PTO shall run from July 1 of the current year, through June 30 of the following year, in accordance with the District 63 fiscal year.

### Section 2. *Funds*

- A. All funds shall be kept in a local financial institution, in the name of the Gemini PTO. The authorized signers shall be the treasurer and, at minimum, one other board member.
- B. Funds of this organization shall be distributed only to support events, activities, or needs for Gemini School, other District 63 schools or PTOs, or non-District charitable organizations which benefit the nearby communities.
- C. Non-budgeted expenditures in excess of \$750.00 must be approved by a vote of the general membership.
- D. Donations/gifts in excess of \$110 must be approved by a vote of the general membership.
- E. No funds of this organization shall be used for the purpose of either carrying on any propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

### Section 3. *Audit*

- A. An audit is required when \$25,000 or more are collected by the Gemini PTO in a fiscal year and may be performed for other reasons as deemed necessary.
- B. When an audit is to be performed, an audit committee of at least three (3) members shall be appointed by the executive board to perform an annual audit at the end of the fiscal year. The treasurer and president may not serve on the audit committee.
- C. The committee shall examine the financial records and report its findings to the general membership.
- D. Should circumstances warrant further review of the financial records, the executive board, by majority vote, may authorize the engagement of an outside auditor.

*Article XI* ♦ **Rules of Order**

Robert’s Rules of Order shall govern meetings when they are not in conflict with the Gemini PTO bylaws or the Code of Conduct.

*Article XII* ♦ **Dissolution**

Section 1. *Dissolution*

- A. The Gemini PTO may be dissolved with 14 calendar days notice and a two-thirds ( $\frac{2}{3}$ ) vote of those present at the meeting; or
- B. If there are no individuals available to serve the minimum roles of president, at least one vice president, and treasurer, the Gemini PTO may be dissolved without a vote.

Section 2. *Assets* – Upon dissolution, all outstanding bills shall be paid, and any remaining funds shall be given to Gemini Middle School with the approval of the outgoing executive board.

*Article XIII* ♦ **Review and Amendments**

Section 1. *Bylaws Review* – Every two (2) years, the bylaws shall be reviewed to keep them in alignment with the continuing and changing goals and activities of the Gemini PTO.

Section 2. *Amendments* – These bylaws may be amended by a two-thirds ( $\frac{2}{3}$ ) vote of those present at any general or special PTO meeting, provided the membership of the general PTO has been notified seven (7) days prior to said meeting.

*Article XIV* ♦ **Conflict of Interest Policy**

Section 1. *Purpose* – The purpose of this 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 a board or other PTO member or might result in a possible excess benefit translation. 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 board member, chair, or general PTO member 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:
  - a. an ownership or investment of 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 of interest in or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.
- C. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
- D. 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 executive board or PTO members decide 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 executive board or the PTO members 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, they shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining executive board or PTO members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the executive board or committee meeting but, after the presentation, they shall leave during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
  - b. The executive board or committee chair(s) 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 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 executive board or committee shall determine by a majority vote of the disinterested directories whether the transaction or arrangement is in the organization’s best interest, or 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
  - a. 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.
  - b. If after hearing the member’s response and after making further investigation as warranted by the circumstances, the executive 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.

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 conflict of interest, and any action taken to determine whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and notes 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. *Annual Statements* – Each board member, committee chair, and committee member with executive board-delegated powers shall annually sign a statement which affirms such a person:

- A. Has received a copy of the conflict 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.

Section 6. *Periodic Reviews* – To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall at a minimum include the following subjects:

- A. whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and
- 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 of benefit transaction.

Section 7. *Use of Outside Experts* – When conducting the periodic reviews as provided for in Section 6, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring periodic reviews are conducted.

**Approved by the general membership**

**President**

**Vice President of Engagement**