



**BYLAWS
Of
Hilton Head Island Seahawks Parent / Teacher /Student Organization,
Incorporated
Doing business as HHI Seahawks PTSO, Inc.
Adopted September 14, 2012
Amended, Approved, and Adopted: August 13, 2024**

**Article I
Name**

The name of the organization shall be the Hilton Head Island Seahawks Parent/Teacher/Student Organization, Incorporated, doing business as HHI Seahawks PTSO, Inc.

**Article II
Purpose**

The corporation is organized for the purpose of improving Hilton Head Island High School and supporting the education of the school's students by fostering relationships among the school, parents, teachers, students, and community.

**Article III
Members**

Section 1. Members. Any parent, guardian, or other adult with parental authority 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. Other adult community members who do not have a student attending Hilton Head Island High School may become a member but have no voting privileges. All PTSO members are welcome to attend any regular monthly meeting.

Section 2. 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 date in question to be considered a member in good standing with voting rights.

**Article IV
Officers and Elections**

Section 1. Officers. The officers shall be as follows:

- a. President. The President shall preside over meetings of the organization and the

Executive Board, serve as the primary contact for the Principal, prepare meeting agendas, represent the organization at meetings outside the organization or designate a substitute, 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. First Vice President. The First Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve.
- c. Second Vice President. The Second Vice President shall also assist the President, with an emphasis on overseeing fundraising operations.
- d. Secretary. The Secretary shall keep all records of the organization, take and record all meeting minutes, ensure correspondence is handled, and provide a notice of meetings to the membership. The Secretary also keeps a copy of the meeting minutes, Bylaws, rules, and any other necessary supplies, and brings them to meetings. The Secretary ensures that upon approval by the membership, the monthly meeting minutes are posted on the HHI High School website's HHI Seahawks PTSO page.
- e. 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. He or she will ensure proper and timely filing of taxes, licenses, non-profit certification, and any other proprietary business documents.

Section 2. Nominations and Elections. Elections will be held at the May monthly meeting, or as soon as is feasible before the end of the school year. The Nominating Committee shall select a candidate for each office and present the slate at the April meeting. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible to hold office if they are (1) a parent of a current HHIHS student and (2) a PTSO member in good standing at least 14 calendar days before the Nominating Committee presents its slate.

Section 4. Terms of Office. Officers are elected for a one year term, with a maximum of two consecutive terms in the same office or until the election of a qualified successor. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of President, the First Vice President will become the President. At the next regularly scheduled meeting, a new First 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.

Section 6. Removal From Office. Officers can be removed from office with cause (for example: legal or ethical issues) by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be on the second Tuesday of each month during the school year at 12:30 p.m., or at a time and place determined by the Executive Board at least one week before the meeting. There will be at least six regular meetings during the academic year. The May monthly meeting is for receiving committee reports, electing officers for the next academic year, and conducting other business that should arise.

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. Prior notice of the special meeting shall be sent to the members prior to the meeting by email, phone calls, and/or texts.

Section 3. Quorum. The quorum for regular PTSO meetings shall be 5 members of the organization, to include at least one non-Executive Board member.

Article VI Executive Board

Section 1. Membership. The Executive Board shall consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer.

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 and/or unscheduled bills or expenses, 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 Executive Board. Special meetings may be called by the President or any two board members, with 24 hour notice.

Section 4. Quorum. A quorum for the Executive Board shall be three Board members.

Article VII Committees

Section 1. Membership. Committees may consist of members and Executive Board members, with the President acting as an Ex Officio member of all committees.

Section 2. Standing Committees. The PTSO President and Officers will determine yearly which of the below Standing Committees will be active during the school year:

- a. Audit – shall examine and certify end-of-year financials.
- b. PTSO Discount Cards- shall review participating businesses for the cards each academic year, and revise and print cards for sale to the public as a PTSO fundraiser for the Seahawk Support Circle.

- c. Fundraising – shall organize and run major fundraising events, as well as coordinate all aspects of indirect fundraising (for example; grocery store's percentage donations, printer cartridges, etc.).
- d. Back-to-School Registration– shall assist school Administration as needed to organize and run student Back to School Registration and ensure staffing in the School Store during the event.
- e. Regular Correspondence to parents- shall prepare, coordinate, edit, and circulate School and PTSO information to PTSO members, whether by email or printed newsletter.
- f. School Store- shall maintain proper staffing of volunteers during store hours, ensure adequate stock supply via vendor(s), and maintain appropriate accounting records.
- g. Seahawk Support Circle (SSC) - shall communicate with school Social Worker(s) and/or Administrative Liaison(s) to assist students in need throughout the school year and during periods of school breaks, as needed, to include preparing grant proposals and accompanying representation at meetings or otherwise.
- h. Hospitality – shall plan and coordinate any teacher or staff events and meals, including Teacher Appreciation Week.
- i. Nominating – shall annually prepare a slate of candidates each April for election to the PTSO Executive Board. Committee will meet prior to the April monthly meeting of each year and as needed, should any unusual circumstance arise.

Section 3. Select Committees. not required to be active every school year, as deemed by the PTSO Board and School Administration

- a. Concessions – shall operate on-campus after-school concession stand
- b. Scholarship – shall oversee scholarship criteria for Senior students, publicity, applications, recipient selection, and distribution of funds.

Section 4. Additional Committees. The Executive Board may appoint additional committees as deemed necessary.

Article VIII

Finances

Section 1. Budget. A tentative budget shall be prepared by the President and Treasurer and presented at the September monthly meeting. The budget shall be approved by a majority vote of the members present by the October monthly meeting.

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

Section 3. Expense Approval. The Executive Board shall approve all expenses of the organization by majority vote.

Section 4. Required Check Signatures. Two authorized signatures shall be required on all checks. The PTSO bank account shall have three authorized signers on file, chosen from members of the Executive Board. No authorized signer shall sign checks made payable to themselves or related parties. Debit cards can be made available to any or all of the three authorized signers on file at the beginning of their term, and those shall be relinquished at the end of the fiscal year. Use of the debit card is for PTSO business only. All purchases made with the debit card require that the receipt is to be submitted to the treasurer with itemized details as to the purpose/category of the expense.

Section 5. Financial Statement. The Treasurer shall prepare a financial statement at the end of each fiscal year as defined in Section 7, to be reviewed by the Audit Committee.

Section 6. Dissolution. 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, students, teachers, and/or staff. Any subsequent funds should be distributed as per the guidelines of the South Carolina Articles of Incorporation.

Section 7. Fiscal Year. The fiscal year shall coincide with the Beaufort County School District's fiscal year from July 1 through June 30.

Section 8. IRS Records. IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years will be available for public review when requested.

Article IX Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's Bylaws.

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 Dissolution

The organization may be dissolved with previous meeting notice (14 calendar days) and a two-thirds vote of those present at the meeting. Any remaining funds after payment of all liabilities will be distributed within the guidelines of the entity's South Carolina Articles of Incorporation.

Article XII Amendments

These Bylaws may be amended at any regular or special meeting, provided that previous notice was given in writing at least 14 days prior to the meeting and then sent to voting members of the organization by the usual notification system. Notice may be given by e-mail, voice messenger or posted on the HHI High School website. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

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 Executive Board officer, or member of a committee, with 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.
 - iv. 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 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 Executive Board and members of committees 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 Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board 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 Executive Board meeting, monthly meeting, or specified 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 Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Executive Board 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 Executive Board 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 Executive Board 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 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 Executive Board meeting 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 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 Executive 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 Executive 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.

Executive Board members shall annually sign a statement by the October monthly meeting 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:

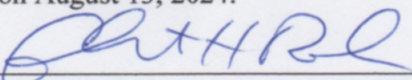
- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly 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.

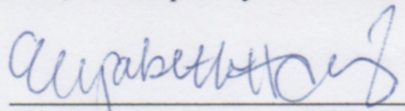
Section 8. Use of Outside Experts.

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 Executive Board of its responsibility for ensuring that periodic reviews are conducted.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above named corporation, duly adopted by the membership on September 14, 2012, and recorded by Kathleen Joslin, Secretary. Subsequently amended, approved, and adopted by the membership on August 13, 2024.


Christina Rohr, Secretary 2023-2024
August 13, 2024


Elizabeth Ott, Secretary 2024-2025
August 13, 2024