MARLBOROUGH PARENT-TEACHER ORGANIZATION, INCORPORATED

Revised Bylaws for the 2024-2025 School Year

I. ARTICLE I: Name & Incorporated

A. The name of the organization is the Marlborough Parent-Teacher Organization, Inc., hereinafter referred to as PTO.

B. Incorporation:

a. Original bylaws submitted to the State of CT on 8/31/84.

b. State of CT officially received original bylaws on 9/21/84.

c. Marlborough PTO officially incorporated by the State of CT on 10/31/84

II. ARTICLE II: Objectives

A. To build a healthy and nurturing school community.

B. To cultivate a collaborative environment through effective communication.

C. To enhance academic and enrichment programs and support classrooms.

III. ARTICLE III: Basic Policies

A. The PTO shall be non-profit, non-sectarian and non-partisan.

B. The PTO shall endorse only those non-profit, non-partisan concerns which promote the objectives of the Organization.

C. The PTO shall neither directly, not indirectly, participate in any candidate's campaign for public office.

D. The PTO shall cooperate with the school to support the improvement of education in ways that will not interfere with the administration of the school.

E. The PTO may cooperate with other organizations and agencies concerned with child welfare, but persons representing the PTO in such matters shall make no commitments that bind the PTO.

F. The PTO's name and/or title may not be used by an individual in connection with the expression of personal views.

IV. ARTICLE IV: Membership

A. Membership in this Organization is available to all current parents/guardians and faculty of Elmer Thienes-Mary Hall Elementary School without regard to race, color, creed or national origin. Hereinafter, referred to as Members.

a. Each individual PTO member shall be entitled to one vote on all matters.

B. Conflict of interest policy for members: see Appendix A

V. ARTICLE V: Executive Board

A. The Executive Board shall consist of the officers of this Organization: President(s), Vice President(s), Secretary(ies), Treasurer(s), Teacher Liaison, Teacher Representative(s), and the School Administration.The Executive Board shall consist of the officers of this Organization: President(s), Vice President(s),

Secretary(ies), Treasurer(s), Teacher Liaison, Teacher Representative(s), and the School Administration.

a. The Executive Board must consist of at least four (4) members, unless there are vacancies.
b. Appointment to the Executive Board shall be limited to parents and or legal/guardians of enrolled students, as well as teachers/administrators of Elmer Thienes-Mary Hall Elementary School.
c. Officer positions may be added or omitted as needed, with a majority vote of the Executive Board.

B. Indemnification: The Board members shall not be held personally liable for any debts, liabilities, or other obligations of the organization. Board members shall be indemnified by the organization against any claims arising out of the performance of their duties, provided they act in good faith, within the scope of their responsibilities, and in accordance with applicable laws and the bylaws of the organization.

VI. ARTICLE VI: Officers

A. The officers of this Organization shall be: President(s), Vice President(s), Secretary(ies), Treasurer(s) and Teacher Liaison(s).
B. Terms of Office
    a. Unless contested, officers shall serve for a term of two years, assuming those duties at the close of the June meeting pending completion of any ongoing activities or commitments by outgoing officers.
C. Vacancies
    a. In the case of a vacancy in the office of both Presidents, the Vice President(s) would assume the position of President(s) for the remainder of the term. At the next regularly scheduled meeting, a new President will be elected.
    b. In the event of a vacancy in any other office, a notice shall be sent home to all members informing of the vacancy and stating when the next election will occur.
D. Removal from Office
    a. A Board member may be removed for failing to perform duties and/or engaging in misconduct by a majority vote of the Executive Board.
D. General Policies
    a. No compensation or payment shall be made to any officer or member of this Organization or substantial contributor thereto, except as reimbursement for actual expenditures or services made for this corporation. Neither the whole nor any part of the assets or net earnings current or accumulated, of this corporation shall ever be used for , accrued to, nor inured for the benefit of any member or private individual within the meaning of Section 501c3 of the Internal Revenue Code.

E. Duties: Descriptions below are general and are subject to change as needed. See Appendix B for current and specific roles and responsibilities.

a. President(s)
    i. Preside over the Executive Board, and all meetings of the PTO
    ii. Set agenda and distribute prior to meetings
    iii. General overseer of PTO activities and events
    iv. Delegate duties to Board and members, as needed
    v. Approve plans of committees
    vi. Liaison for PTO/school administration

b. Vice President(s)
    i. Preside over meetings, if President(s) is/are unable to attend
    ii. Assist President, as needed
    iii. Collaborate with all Board Members for the coordination, recruitment, and communication of volunteers for PTO activities, events and volunteer opportunities

c. Secretary(ies)
    i. Keep records of meetings; type and file minutes of all PTO meetings
    ii. Assist with copies and distribution of PTO-related materials
    iii. Check and respond to PTO correspondence
    iv. Send thank you notes to volunteers and/or sympathy cards, as requested

d. Treasurer(s)
    i. Establish proposed budget
    ii. Present approved budget at meetings
    iii. Collect and disburse funds accordingly and in a timely manner
    iv. Assist committees with financial aspects of events
    v. Ensure timely payment and paperwork filing regarding insurance, taxes, and banking

e. Teacher Liaison(s)
    i. Serve as the main point of contact between teachers and the PTO
    ii. Coordinate with teacher representatives for educational enhancements, teacher grants, school supplies and any other applicable activities

VII: ARTICLE VII: Meetings

A. Regular meetings of the PTO shall be held at least every two months during the school year. The time will be chosen by the Executive Board.
B. Notification of meetings will be provided to members at least one week prior to the meeting.
C. Special meetings of the Executive Board may be called by the President or by a majority of the Board.
D. A simple majority (half plus one) of PTO members/officers present at either a regular meeting or a special meeting shall constitute a quorum.

E. Meetings may be held in person and/or virtually, at the discretion of the Board.

VIII: ARTICLE VIII: Committees

A. Event Committees
   a. Event Committees shall be appointed by the Board, as needed. Each committee shall have a committee chair-person.
   b. Committee chair-person shall be responsible for overseeing an event and reporting on the event at the following PTO meeting.
   c. All committee chair-persons and/or Treasurer(s) shall be responsible for submitting expense and revenue statements within 48 hours or the ending of the event.
      i. Deliver all funds and to the Treasurer(s) within 48 hours of the event date.

B. Bylaws Committee
   a. The Bylaws committee shall consist of five members and two alternates of which four of the five members must be Executive Board Members.
   b. They shall meet to review the Bylaws and consider amendments/revisions annually.
   c. The proposed amendments/revisions shall be voted on at a PTO meeting.

C. Other Committees can be formed and/or dissolved, as needed.

IX: ARTICLE IX: Finances

A. Budget
   a. The PTO shall work within the guidelines of a budget as approved by the PTO at the August PTO meeting. In the event that a budget is not approved at the first PTO meeting, the Executive Board will temporarily follow the previous year's budget figures until a new budget is approved.

B. Fiscal Year
   a. July 1st to June 30th

C. Records
   a. The Treasurer(s) shall keep an accurate record of any disbursements, income and bank account information. Records must be made available to the organization's members and to the general public.

D. Expenditures
   a. The Executive Board may approve emergency expenditures at PTO meetings if there is a majority vote by members. Expenditures must be reported at the following PTO meeting.

E. Annual Report
   a. The Treasurer(s) shall prepare a financial report at the end of the fiscal year (June 30th) to be reviewed by the Executive Board.

X: ARTICLE X: Amendments and Revisions

A. These Bylaws may be amended or revised at any meeting of the PTO by a two-thirds vote of the members present and voting provided that notice of the

proposed amendment(s) had been posted at least 14 days preceding the meeting at which they are to be voted upon.

XI: ARTICLE XI: Dissolution

A. Upon a majority vote of the Executive Board to dissolve the Organization:
   a. All assets of the Organization shall be distributed for one or more of the exempt purposes specified in Section 501c3 revised March,1986, of the Internal Revenue Codes of 1954 as from the time to time amended.
   b. Upon dissolution of the Organization, distribution of the assets shall be determined by a two-thirds vote of the Executive Board.

Appendix A

Conflict of Interest Policy

This sample Conflict of Interest Policy is taken from the IRS's suggested language for the required policy. Include it in your bylaws or adopt at a meeting before filing Form 1023 with the IRS to apply for tax-exempt 501(c)(3) status.

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 Conflicts 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.

APPENDIX B

PTO EXECUTIVE BOARD ROLES AND RESPONSIBILITIES

Presidents	Vice-Presidents	Secretaries	Treasurers	Teacher Liaison
*Presiding officer of Executive Board *Preside over all monthly meetings of PTO *Set meeting agendas - create Google Doc and post 1 week prior to meeting *Official representative of Executive board *General overseer of PTO, events and activities, documents, etc. *Approve plans of committees and preside over committee meetings *Liaison for PTO/school admin *Maintain and update news on school website and social media (Instagram and Facebook) *Maintain PTO debit card(s) *Assist Treasurers with filing of paperwork for state EIN *When possible, attend Board of Ed meetings	*Preside over meetings if President is unable to attend *Assist Presidents, as needed *PTO blasts (prepare weekly Thursday letters for admin and monthly newsletter on Konstella) *Evaluate, update, publish PTO handbook yearly *Organize Table at Kindergarten orientation and Open House **Communications Coordinator** *Assist President with media, marketing and web based duties including but not limited to: website, newsletter, graphic design (Canva), social media relations, flyers, surveys, Konstella **Volunteer Coordinator** *Handle the coordination and recruitment of volunteers for PTO activities, PTO events and school volunteer opportunities via Konstella *Work with Board and other coordinator positions	*Keep records of meetings *Type, submit and file minutes (post on Konstella and in shared Google Drive) *Minutes approved by president or VP within 2 weeks and posted *Responsible for distributions and respond to PTO correspondence via PTO email address *By-law Committee: bring proposed changes to meeting *Write/send/post thank you notes/sympathy cards, as needed (preferably, within 1 week of event) *Create brochures and flyers, as needed	*Establish proposed budget *Present approved budget at meetings *Collect funds and disburse funds *Assist committees with financial aspects of events, including providing the cash box, change and/or making deposits *Administer bookkeeping *Prepare and present report at meetings *Chair of finance committee *Pay/file insurance *Complete annual filing with state for taxes and EIN *Maintain PTO debit card(s)	*Handle all teacher communication, including: notification of events, sign-ups, etc., via email and Google Docs and/or Google Forms *Coordinate teacher needs with teacher reps. (Ms. Cunningham and Mrs. Uccello) *Send teacher thank-yous, as needed *Provide forms and review requests for: Educational Enhancements, Teacher Grants, Field Trip Requests, & School Supplies *Set up school supply boxes *Gather teacher wish lists and post to Konstella for families

***Updated 1/27/2025**