

**Amended Bylaws of the
West Clay Elementary School Parent Teacher Organization, Inc.**

**Adopted on July 1, 2006
Amended on August 19, 2007
Amended on May 12, 2016
Amended on May 5, 2022
Amended on May 5, 2023
Amended on April 30, 2025**

**Article I
Name**

- Section 1** The name of the organization shall be the West Clay Elementary School Parent Teacher Organization, Inc., hereinafter referred to as the Organization.
- Section 2** The principle office of the Corporation shall be in the County of Hamilton, City of Carmel, and State of Indiana.

**Article II
Purpose**

- Section 1** The purpose of the organization shall be:
- a. To promote child welfare in the home, school and community.
 - b. To bring the home and West Clay Elementary School hereinafter referred to as WCE, into closer relationship in the interest of the child. In so doing, this Organization will furnish a channel through which parents, teachers and others may express their interest in the child, in the home, and in WCE and the community.
 - c. To enhance and support the mission of WCE through fundraising projects and provide volunteer assistance.
 - d. Provide opportunities to a close working relationship between the parents, teachers, and school staff.
 - e. Enhance the educational facilities, equipment and support opportunities for the students of WCE.
 - f. Represent WCE in the school community.

- Section 2** The Organization shall not seek to control WCE School policies.
- Section 3** The Organization shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. In addition, a substantial portion of the organization's activities shall not consist of carrying on propaganda or attempting to influence legislation.
- Section 4** The fiscal year of the Organization shall be from July 1 to June 30.

Article III

Not for Profit Status

- Section 1** All of the assets and earnings of the Organization shall be used exclusively for the purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and any successor Internal Revenue laws of the United States of America.
- Section 2** No part of the net earnings of the Organization shall benefit or be distributable to any officers or other private persons, except that the Organization is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Article IV

Membership

- Section 1** The parents and/or legal guardians of each child enrolled in WCE, as well as faculty members, and principal of WCE are automatically enrolled as members of the Organization.
- Section 2** Each Member of the Corporation present or in virtual attendance shall be entitled to one vote per motion at general membership meetings. The right of a Member to vote shall cease with the termination of his/her membership. Membership shall terminate when the Member no longer has a student attending WCE or is no longer a WCE teacher, staff, or administrator. No member shall be entitled to a share in the distribution of the Corporation assets upon dissolution of the Corporation assets upon dissolution of the Corporation. Members have the right to vote on the annual budget, expenditures over \$2,500 that are not induced in the annual budget, and other items as required by law or at the President's or Executive Board's discretion.
- Section 3** Any member may be removed from the general membership by majority vote of

the Executive Board for conduct detrimental to the Corporation Any such Member proposed to be removed shall be entitled to at least five days advance written notice of the meeting at which such removal is to be voted upon. The member shall be given an opportunity to be heard by the Executive Board at such meeting. The decision of the Executive Board shall be final.

Article V Donations

- Section 1** There are no membership dues required for PTO membership.
- Section 2** Annual fundraising revenue shall be collected and is recorded by the Treasurer.
- Section 3** Donations shall be used first for the payment of the expenses of the Organization.
- Section 4** Annual donation goals shall be established prior to the start of the school year as part of the annual budget by a majority vote of the Executive Board.
- Section 5** No part of the fundraising revenue or earnings of the Organization shall be to the benefit of or disturbed to its Members, directors, officers or other individuals.
- Section 6** Upon the dissolution of the Organization, The Executive Board shall, after paying or making provisions for the payment of all liabilities of the Organization, dispose of all assets of the Organization exclusively for West Clay Elementary School.

Article VI Meetings

- Section 1** There shall be a minimum of four (4) general membership meetings of the organization during the school year.
- Section 2** The dates of the meeting shall not conflict with the calendar established by the coordinating council (as defined in Article VIII) for the Carmel Clay School District.
- Section 3** Special meetings may be called by the President or Co-Presidents of the Organization, the Executive Board or upon request of at least ten percent (10%) of the Members.
- Section 4** Ten or more Members at any properly called meeting as established in Article V

shall constitute a quorum.

- Section 5** Each Member of the Organization shall be entitled to one vote at meetings.
- Section 6** A majority vote of the members present shall be necessary for any decision made by the Organization at any meeting.
- Section 7** Notice of meetings shall include the place, date, time and known agenda, and shall appear in the school newsletter or other publication at least five (5) calendar days prior to the meeting date.
- Section 8** Notice of proposed changes to the by-laws and standing rules, and shall be published in the school newsletter or social media at least ~~ten~~ five (5) calendar days before the meeting date at which said changes are to be voted upon.

Article VII

Executive Board Officers

- Section 1** There shall be up to eleven (11) elected officers of the Organization composing the Executive Board. They shall be the President (and co-President if applicable), Vice-President (and co-Vice President if applicable), Recording Secretary, Communications Chair (and Co-Communications Chair if applicable), Treasurer (and Co-Treasurer if applicable), and Assistant Treasurer (optional). The Ex Officio (and co- Ex Officio if applicable) shall sit on the Executive Board in an advisory capacity with voting privileges.
- Section 2** Qualifications
- a. All elected officers and committee chairmen shall be Members of the Organization.
 - b. The same person shall not fill the office of President and/or Co-Presidents for more than 2 consecutive terms.
 - c. The presidential nominee shall have served as chair of a standing committee, chair of a special project or on the Executive Board the year preceding the term of office as Vice President and/or Co-Vice Presidents.
 - d. All elected officers and committee chairs must have a current, satisfactory criminal background check on file at WCE.
- Section 3** Nomination and Election
- a. The Executive Board shall solicit member interest in serving on the Executive Board in advance of determining its slate of officers. The slate shall be published in the school newsletter or social media at least five calendar (5) days prior to the meeting date at which the slate is to be voted

on.

- b. The Executive Board shall prepare a slate of officers.
- c. Additional nominations may be made from the floor.
- d. Election of the officers shall take place at a scheduled general meeting of the Organization.
- e. Officers shall assume their duties at the close of the fiscal year.
- f. In the event of a vacancy occurring in an elected office, the Executive Board shall convene and follow the procedures outlined in Section 3, a. b. c. The committee must complete this process as soon as possible or within 4 weeks of the vacancy. If the vacancy occurs in a co-office, replacement is not required.
- g. The new-slated nomination shall be placed in the newsletter or social media 5 calendar (5) days prior to the meeting it is to be voted on. A vote will then be taken on this nomination at that meeting.
- h. The Executive Board shall inform slated nominees of the duties of their positions according to the current bylaws.

Article VIII

Duties of the Officers

Section 1 Executive Board

- a. A majority of the Executive Board shall constitute a quorum.
- b. A majority vote shall be necessary for any decision made by the Executive Board.
- c. The President or Co-Presidents shall decide the schedule of the meetings of the Executive Board.
- d. The Executive Board shall fill any Committee vacancies that occur during the year.
- e. The Executive Board shall transact all necessary business between meetings and report on these transactions at the next meeting of the Executive Board.

Section 2 President

- a. The President (and Co-Presidents if applicable) shall preside at all general meetings of Members of the Organization and of the Executive Board and shall possess and may exercise general executive and supervisory authority over the Organization's affairs and other officers.

- b. The President (and Co-Presidents if applicable) shall perform all duties incident to the office of President and such other duties as the Executive Board may assign.
- c. The President (and Co-Presidents if applicable) shall appoint any special committee that is needed with the approval of the Executive Board.
- d. The President (and Co-Presidents if applicable) shall serve on the Coordinating Council Committee.
- e. The President (and Co-Presidents if applicable) shall serve in an Ex-Officio capacity on the Executive Board the year subsequent to holding the President's Office.

Section 3 Vice President

- a. The Vice-President (and Co-Vice-Presidents if applicable) shall perform such duties as may be assigned by the Executive Board or the President.
- b. The Vice-President (and Co-Vice-Presidents if applicable) shall preside in the absence of the President and/or Co-Presidents. The Vice-President (and Co-Vice-Presidents if applicable) shall succeed to the office of President following their term as (and Co-Vice-Presidents if applicable).
- c. The Vice-President (and Co-Vice-Presidents if applicable) can serve on the Coordinating Council Committee.

Section 4 Recording Secretary

- a. The Recording Secretary shall keep an accurate record of all the meetings of the Executive Board and the Organization.
- b. The Recording Secretary shall make available the minutes of the Organization prior to each Executive Board Meeting.
- c. The Recording Secretary shall maintain a current list of all Officers and Chairpersons for the school year.
- d. The Recording Secretary shall perform such other duties as the Executive Board or the President (and co-President if applicable) may specify.

Section 5 Communications Chair

- a. The Communications Chair (and Co-Communications Chair if applicable) shall maintain and post the Organization's By-Laws on the PTO website.
- b. The Communications Chair (and Co-Communications Chair if applicable) shall handle all correspondence deemed necessary by the Executive Board and the Organization, including Executive Board Meeting Correspondence, providing information for the the WCE newsletter, PTO website updates, and social media accounts (Twitter, Facebook, Instagram, etc) updates on a bi-weekly basis.

- c. The Communications Chair (and Co-Communications Chair if applicable) shall try to highlight calendar events on social channels (sports, musical arts, clubs, fundraisers, etc.)
- d. The Communications Chair (and Co-Communications Chair if applicable) shall perform such other duties as the Executive Board or the President (and co-President if applicable) may specify.

Section 6 Treasurer

- a. The Treasurer (and co-Treasurer if applicable) shall maintain correct and complete records of account, showing accurately the financial condition of the Organization. All cash of the Organization shall be deposited in the bank account designated by the Executive Board.
- b. The Treasurer (and co-Treasurer if applicable) shall maintain a complete and accurate record of the financial transactions of the Organization including any disbursements, income, bank account information, and annual financial statements for the current and preceding three (3) years. The Treasurer (and co-Treasurer if applicable) shall furnish and present a financial statement at every Executive Board and General Membership meeting. The Treasurer (and co-Treasurer if applicable) shall furnish, whenever requested by the Executive Board or the President (or co-President if applicable), a statement of the financial condition of the Organization. The Treasurer (and co-Treasurer if applicable) shall perform such other duties as the Executive Board may specify.
- c. The Treasurer (and co-Treasurer if applicable) shall have the books ready for inspection on or before July 15 of each year. The Executive Board may request an inspection of the books that shall be conducted by an appointed Finance Review Committee or by an outside Certified Public Accountant according to agreed upon procedures. If a review is conducted, findings shall then be presented by the Executive Board at the first general meeting following the completion of the review. The Treasurer (and co-Treasurer if applicable) shall obtain the services of a Certified Public Accountant to prepare the Organization's tax returns, which are due on November 15 of each year. The Treasurer (and co-Treasurer if applicable) shall also submit the Indiana Business Entity Report by March 31 of each year. The Treasurer (and co-Treasurer if applicable) shall inform Committee Chairs of their respective Committee budgets.
- d. The Treasurer (and co-Treasurer if applicable) shall be responsible for training the Assistant Treasurer (optional).
- e. A CPA will be employed to issue any required 1099s for a calendar year.

Section 7 Assistant Treasurer (optional)

- a. The Assistant Treasurer (optional) shall perform such duties as may be assigned by the Executive Board or the President (and Co-Presidents if

applicable).

- b. The Assistant Treasurer (optional) shall receive all monies of the Organization and deposit all cash of the Organization in the bank account designated by the Executive Board. The Assistant Treasurer (optional) shall maintain complete records of the deposits.
- c. In the absence or disability of the Treasurer, the Assistant Treasurer (optional) shall possess authority to perform the duties of the Treasurer.
- d. The Assistant Treasurer (optional) shall succeed to the office of Treasurer following her term as Assistant Treasurer (optional).

Article IX Coordinating Council

- Section 1** The Carmel-Clay Coordinating Council ("council") is composed of the following members: the President (and Co-Presidents if applicable) and Vice-President (and Co-Vice-President if applicable) of each parent teacher organization of each school in the Carmel-Clay school district. The Council meets up to five (5) times during the school year.
- Section 2** The main function of the Coordinating Council is to act as an information clearinghouse to coordinate the various activities and events of its members' groups.
- Section 3** The chairmanship of the Coordinating Council shall rotate annually among the various membership organizations.
- Section 4** The Organization's President (and Co-Presidents if applicable) and Vice-President (and Co-Vice-Presidents if applicable) shall attend the Coordinating Council meetings on behalf of the Organization for a total of up to three (3) attendees per meeting and shall report to the Executive Board and membership as necessary.

Article X Parliamentary Procedure

The rules contained in Robert 's Rules of Order, Revised shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the Standing Rules of the Organization.

Article XI Amendments

These Bylaws may be amended if first approved by a majority vote of the Executive Board and then approved by a majority of members at any meeting of the Organization, provided there is notice of the meeting and this notice states that the purpose of the meeting is to approve an amendment to the Bylaws of the Organization; the notice must contain a copy or summary of the amendment, or state the general nature of the amendment to the Bylaws.

These by-laws shall be reviewed every five years by the Executive Board.

Article XII Indemnification

The Organization shall indemnify an individual, who is made party to a proceeding because the individual is or was an Executive Board member of the organization, against liability and reasonable expenses incurred in the proceeding if the individual's conduct was in good faith and the individual reasonably believed the individual's conduct was in the best interest; and, in the case of any criminal proceeding, the individual and reasonable cause to believe the individual's conduct was lawful or had no reason to believe the individual's conduct was unlawful.

This indemnification shall be limited to the net assets of the fiscal year in which the claim is made for indemnification. Its payment shall have priority over any gifts or grants to WCE ~~the School~~ for the fiscal year.

Article XIII Records

The Organization as prescribed by law shall keep a copy of the following records:

1. Current articles of incorporation and any amendments thereto
2. Current Bylaws and any amendments thereto
3. Minutes of all organization meetings and all actions approved by the Members for the past three (3) years
4. A current list of the Organization's members and officers. If no dues are collected, then the school directory shall serve this function.
5. Financial records of the Organization for the past three (3) years including annual financial reports

6. The Organization's most recent annual report to the Indiana Secretary of State.

Article XIV

Contracts, Loans, Checks

- Section 1** The Executive Board may authorize any officer, member, agent or agents of the Organization to enter into any contract on its behalf. The President (and Co-Presidents if applicable) should sign all contracts. Such authorization may be general or confined to specific instances. Except as provided in these Bylaws, no officer or agent shall have any power to bind the Organization or render it liable for any purpose or amount unless so authorized by the Executive Board.
- Section 2** Unless authorized by the Executive Board, no loan shall be made by or contracted on behalf of the Organization, and no evidence of indebtedness shall be issued in the name of the Organization.
- Section 3** All checks, drafts, or other orders for payment of money by the Organization shall be signed by the Treasurer, or by such person or persons as the Executive Board may from time to time designate by resolution.

Article XV

Conflict of Interest Policy

- Section 1** The purpose of the Conflict of Interest Policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might also 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 conflicts of interest applicable to nonprofit and charitable organizations.
- Section 2** Definitions of conflict of interest:
- 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:

- c. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- d. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- e. 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, benefits, perquisites, and reimbursements for personal expenses that are substantial.
- f. A financial interest is not necessarily a conflict of interest. Under Article XV, 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 and nature of his or her financial interest to the Executive Board considering the proposed transaction or arrangement, and be given the opportunity to disclose all material facts.
 - 1. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, the interested person shall leave the governing board or committee meeting while the financial interest is discussed and the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide whether a conflict of interest exists.
- b. Procedures for Addressing the Conflict of Interest:
 - 1. 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.
 - 2. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantaged transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 3. 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 or officers 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.

c. Violations of the Conflict of Interest Policy

1. 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.
2. 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 is an interested person and has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and correct action.

Section 4 Records of the Proceedings

- 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 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; any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5 Compensation

- a. No interested person shall vote on any matter relating to his or her compensation, irrespective of whether the compensation is received directly or indirectly, from the Organization.
- b. The Organization shall endeavor to ensure that all compensation arrangements affecting interested persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education, and experience and performing similar duties for comparable organizations under similar conditions and circumstances.

Section 6 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 following subjects:

- a. Whether compensation arrangements and benefits are objectively reasonable and 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 7 Use of Outside Consultants: When conducting the periodic reviews as provided for in Article XV Section 6, the Organization may, but need not, use outside advisers and consultants. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

Article XVI

Standing Rules

The Executive Board may from time to time establish Standing Rules, which shall govern the details of the administration of the Organization. The Standing Rules shall have the same force and effect as the Bylaws, but shall be subject in all respect to the Bylaws and the Articles of Incorporation. Standing Rules may be amended or rescinded by a two-thirds vote of the Executive Board without previous notice, or by a majority vote of the Executive Board with such notice.

**Standing Rules of the
West Clay Parent Teacher Organization, Inc.**

**Adopted on July 1, 2006
Amended on May 1, 2007
Amended on March 30, 2016
Amended on November 19, 2020
Amended on May 5, 2020
Amended on April 30, 2025**

Control

The Standing Rules shall be under the control of the Executive Board of the Organization.

General

A. The Directory is published for the exclusive use of the Organization 's members and is never to be used for commercial purposes.

B. Financial Rules

1. The Treasurer (or co-Treasurer if applicable) shall present the budget to a meeting of the general membership. Notice of the budget presentation must appear as part of the meeting's agenda and must be published in the school newsletter or social media at least five (5) days in advance of the meeting.
2. 2. The Treasurer (or co-Treasurer if applicable) may not approve expenditures and/or payments that exceed budgeted amounts without approval of the Executive Board.
3. 3. The Executive Board may approve payments and/or expenditures that exceed budget by \$2,500 or less.
4. The Executive Board shall, after paying or making provisions for the payment of all liabilities budgeted for the current school year, retain all excess assets and funds. Funds raised by the PTO shall remain in the PTO treasury and shall be used for the benefit of the students, parents, and teachers of the school. A minimum balance of \$25,000 must remain in the treasury at the end of the school year.
5. All raffle proceeds shall be kept in a separate account (“gaming checking account”, in accordance with Indiana Gaming Commission laws. A minimum

of two Executive Board members shall serve as authorized principals on all bank accounts.

6. The Treasurer must issue a recommendation regarding all expenditures that exceed budget by \$2,500 or more, and the Executive Board must present its recommendation at a general membership meeting for Member vote.
7. Treasurer recommendations for expenditures over budget are required to be included on the agenda for the general membership meeting, and must be published in the school newsletter or other publication at least five (5) days in advance of the meeting.
8. For expenditures or payments that are dependent on sales, and exceed the budgeted amount, said expenditures or payments shall not require a vote from the PTO Board or General Membership. Said expenditures or payments must be less than or equal to the sales income for the event. Examples of this include, but are not limited to, Book Fair invoice for books sold and Flower Sale invoice for plants sold.
9. Expenditures or payments dependent upon a specific fundraising event or event-specific donations shall not require a vote from the PTO Board or General Membership. Said expenditures or payments must be less than or equal to the income of the fundraiser and donations. Examples of this include, but are not limited to, Lemonade Day and Birthday Books.

C. Committees

1. The chairperson of committees shall be appointed by the Executive Board. All committee chairpersons and members shall be members of the Organization.
2. Standing Committees shall be formed on an as needed basis each school year by the Executive Board.
3. All members shall request their committee assignments in the Spring and early Fall and shall be notified of their placement by the Vice President (and co-Vice President if applicable).
4. The Vice-President (and Co-Vice-President if applicable) selects all committee chairs and committee members to serve during his/her term of office as President (and Co-President if applicable).
5. Outgoing committee chairs shall be responsible for orientation of their successors.
6. All committee chairmen or President (or Co-President if applicable) and Treasurer (or Co-Treasurer if applicable) must approve expense vouchers related to their committees before they are given to the Treasurer for reimbursement or deposit.

D. Miscellaneous

1. Gaming: The Corporation shall comply with the current Indiana Gaming Commission laws in regard to raffling and fundraising, to the extent required by applicable law.
2. Dissolution: In the event of the dissolution of the Corporation, any funds remaining shall be donated to WCE.