

Bylaws of Timothy Edwards Middle School

Parent Teacher Organization

Approved: 08/2024

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Article I – Name

The name of the organization will be Timothy Edwards Middle School PTO (hereinafter "PTO"). Its principal place of business shall be at Timothy Edwards Middle School, located at 100 Arnold Way, South Windsor, CT 06074.

Article II – Purpose

The purpose of this PTO is to build, enhance, and support the educational experience at Timothy Edwards Middle School (hereinafter "School"), to develop a stronger and closer connection between School and home by encouraging family, teacher, and student involvement, and to improve the environment at School through volunteer and financial support.

Article III- Policies

Section 1. General Policies

The PTO will be nonpartisan, nonsectarian, and noncommercial.

Section 2: Collaboration

The PTO will seek to collaborate between the students, families, School, and the community at large as a 501(c)(3) non profit organization.

Section 3: No Personal Benefit

No part of the earnings of the PTO will be paid or given to its members, directors, trustees, officers, volunteers, or other private persons. The PTO is authorized and empowered to pay reasonable compensation for goods and services rendered by vendors entered in by contract, and make payments & distributions in furtherance of the purpose stated in Article II. Goods and services may be rendered by PTO members or officers. To eliminate risk for conflict of interest or money laundering, pricing must be competitive with similar businesses, with supporting documentation (i.e. quotes).

Article IV – Membership and Dues

Section 1. Eligibility

Any parent or guardian of an enrolled student at the School, or a current School faculty or staff member who subscribes to the purpose of this PTO may become a member of this PTO upon payment of dues. In the case in which one paid membership fee covers two (2) parents or guardians in one household, each household shall be recognized as one (1) voting member and each shall be entitled to one (1) vote. Membership in this PTO shall be available without regard to race, color, creed, gender orientation, or national origin.

Section 2. Dues

Annual membership dues are seven dollars (\$7.00) per household per school year. Membership will be effective at the time dues are paid.

Section 3. Membership Entitlements

While general meetings are open to all School families, only current dues paying members of this PTO will be eligible to vote in general elections or serve as an elected leader, Committee Chair or Committee member.

Article V – Officers and duties

Section 1: Officers

The officers will be a President, Vice President, Secretary, and Treasurer, and will perform duties prescribed by these Bylaws, Standing Rules, and by the parliamentary authority (defined in article X).

a. President

1. Preside over meetings of the organization and Executive Board;
2. Serve as the primary contact for the PTO, including with the Principal;
3. Represent the PTO at school and community meetings;
4. Serve as an ex officio member of all committees except the Nominating and Audit Committees;
5. Appoint Committee Chairs, with feedback from the rest of the Board;
6. Coordinate the work of all the officers and committees so that the purpose of the

organization is served;

7. Be responsible for the PTO calendar;
8. Sign all contractual agreements with the consent of the membership. She or he may appoint an elected officer to sign if they're not available.

b. Vice President:

1. Assist the President and carry out the President's duties in their absence or inability to serve;
2. Act as aide to the president;
3. Serve as parliamentarian; and
4. Chair the Nominating Committee.

c. Secretary:

1. Keep all records of the Organization;
2. Take and record minutes;
3. Handle correspondence; and
4. Send notices of meetings to the membership.

d. Treasurer:

1. Receive all funds of the PTO;
2. Keep an accurate account of receipts and expenditures;
3. Pay out funds in accordance with the approval of the Executive Board.
4. Present a financial statement at every meeting and at other times of the year when requested by the executive board;
5. Make a full report at the end of the year & file taxes with the IRS;
6. Submit the books annually or upon change of officer for an audit by an auditor or an auditing committee of no fewer than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report;
7. Report the findings of the annual audit to the Executive Board;
8. Not serve as Chair of the Audit committee;
9. Keep all contracts and provide copies to relevant Committee Chairs.

Section 2: Eligibility

Members are eligible for election if they are members in good standing and if they have consented their willingness to serve if elected.

Section 3: Nominations and Elections

- a. The Secretary will collect names of any interested persons for each open office and present the slate at a regular meeting held no less than one month prior to the election.
- b. Elections will be held at the second to last meeting of the school year.
- c. At the meeting when elections take place, nominations may also be made from the floor. Voting will be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote will be taken. Electronic voting is permissible if in-person voting is not possible. A majority vote will elect.
- d. Installation of officers will take place at the meeting following elections.
- e. In case a vacancy occurs in the office of president, the first vice president shall serve notice of the election. A vacancy occurring in any other elective position shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive board, notice of such election having been given.

Section 4. Terms of Office

Officers are elected for three (3) years, with a two (2) year commitment. A person who has served in an office for more than half of a full term will be deemed to have served a full term in office. Exceptions to the years of commitment could include (but not limited to): family emergencies, relocation, new to School district, time left in School district, or other reasons upon Executive Board discretion. If a situation arises that there is no successor for an office, the office may be held by the same person on a year-to-year basis, with the approval of the Executive Board and with notice to a School administrator.

Section 5. Removal From Office

If any member of the Executive Board misses three (3) consecutive Executive Board meetings or has not fulfilled the duties of his/her position, a motion would need to be made and seconded to vote for removal. The Executive Board may remove the individual from his/her position by a >50% majority vote of a quorum of the Executive Board at a regular meeting where previous notice has been given.

Section 6. Vacancies

If there is a vacancy in the office of President, the position will be filled by the Vice President, or by another member of the executive board via majority vote. If there is a vacancy in any other office, the vacancy shall be filled by a majority vote of the executive board.

Article VI – Executive Board

Section 1. Membership

The Executive Board will consist of the elected officers.

Section 2. Executive Board Duties

- a. The duties of the Executive Board will be to transact business between regular meetings;
- b. Create special committees;
- c. Approve work plans of standing committees;
- d. Report at regular meetings;
- e. Appoint an auditor or Audit Committee at least month before of the end of the fiscal year;
- f. Fill elected office and appointed vacancies; and
- g. Create standing rules and policies.

Section 3. Meetings

Regular Executive Board meetings will be held monthly, preferably on the same day and at the same time each month, to be determined by the board.

Special Executive Board meetings may be called by any two board members, with 24 hours notice. No other business than that which is stated in the call shall be transacted at this meeting.

Section 4. Quorum

Half the number of Executive Board members plus one constitutes a quorum.

Section 5. Expiration of Term

Upon the expiration of the term of office or when an individual ceases to hold an executive position they will be relieved of all duties and responsibilities. All records, books, supplies and other materials pertaining to the position or property of the PTO shall be turned over to the President (or incoming President) within 14 days. All funds pertaining to the position shall be returned to the Treasurer (or incoming Treasurer) within 14 days.

Article VII – Meetings

Section 1. Regular Meetings

The regular meeting of the PTO will be on the same day and at the same time each month, to be determined by the Executive Board. General membership shall be notified of the time and place of each regularly scheduled meeting by direct mail, electronic media, circular, message, or telephone at least seven (7) days in advance. Meetings may be rescheduled for due cause at the discretion of the President. Three (3) days notice shall be given to the membership of any change of date.

Section 2. Special Meetings

Special meetings may be called by the President, the majority of the Executive Board, or five (5) general members submitting a written request to the Secretary, with five (5) days notice given prior to the meeting. No other business than that which is stated in the call shall be transacted at this meeting.

Section 3. Quorum

The quorum will be no less than seven (7) voting members of the PTO.

Section 4. Voting

1. In order to expedite the business of the PTO, the Executive Board, Committees and PTO may conduct business by voting via conference calls or other designated technology with the approval of the PTO President. The designated technology shall restrict voting to one ballot per member.
2. A simple majority of members voting yes is required for passage of motion or election,

whether the vote is held in person or electronically, except for amendment of the PTO's Bylaws. Two-thirds approval is required to adopt proposed changes to the Bylaws..

3. The electronic voting procedure is as follows:

The Secretary shall:

- a. Send out the ballots
- b. Record the names of those voting
- c. Tabulate the results
- d. Report the vote results if quorum is present
- e. Enter results of the vote into the minutes of the next regular meeting.

Article VIII – Committees

Section 1. Standing Committees

The Executive Board may create such standing committees as it may deem necessary to promote the purposes and to carry out the work of this PTO.

Section 2. Special Committees

The Executive Board may create such special committees as it may deem necessary to promote the purposes and to carry out the work of this PTO. Special Committees are temporary committees which come into existence for a special purpose and go out of existence when they make their final report.

Section 3. Term

The term of office of a standing committee chair shall be one school year or until the selection of a successor.

Section 4. Authority

The chair of each committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

Article IX – Finances

Section 1. Fiscal Year

The fiscal year of this PTO will begin on July 1 and end on the following June 30.

Section 2. Budget

A tentative budget of the PTO shall be drafted by the Treasurer, reviewed by the Executive Board at least ten (10) days prior to the first General Membership meeting of the school year, and approved at the first General Membership meeting. Any modifications to the budget must be approved at an Executive Board meeting.

Section 3. Records

The Treasurer shall keep accurate records of any receipts, disbursements, financial forms and requests, tax information, and bank account information of the PTO. Any forms with the PTO's EIN number shall only be disbursed with the approval of the Treasurer. The bank accounts shall be reconciled monthly and reviewed by the Executive Board.

Section 4. Restricted Funds

Restricted funds received by the PTO for specific purposes (library, music, etc.) will be accounted for separately by the Treasurer.

Section 5. Disbursements & Reimbursements

Disbursements by the PTO to any one (1) or two (2) chairpersons or Executive Board members require approval by the Treasurer. The School principal shall approve faculty requests outside of previously budgeted items. Disbursements and reimbursements shall be given out within fourteen (14) days of approval & receipt of request (receipts, reimbursement form, etc). All disbursement/reimbursement requests for the school year need to be requested to the Treasurer no later than June 10th of each school year, so funds can be disbursed and reconciled prior to fiscal year end.

Section 6. Reporting

The Treasurer shall prepare a monthly financial report of the PTO for review and approval by the Executive Board. On an annual basis, the Treasurer shall prepare a consolidated End of Year financial report of the PTO for review and approval by the Executive Board.

Section 7. Commitments

No contracts or binding of the PTO shall extend beyond the current school year. No contract or commitment shall be made which places the PTO in a deficit position. No loans may be executed by the PTO, Executive Board or general membership of the PTO. All contracts or binding commitments of the PTO must be approved by the Executive Board. Any and all contracts entered into must be in the name of the PTO, not the School, and signed by the PTO President. Any individual signing a contract on behalf of the PTO without the approval of the Executive Board will be held personally liable and responsible for any and all expenses incurred from any breach of contract. All contracts or binding commitments entered into must be reported at the next monthly Executive Board meeting.

Article X – Parliamentary Authority

The most current edition of Robert's Rules of Order will govern meetings when they are not in conflict with the organization's bylaws or any other special/ standing rules.

Article XI – Conflict of Interest Policy

Section 1. Purpose

The purpose of the Conflict of Interest Policy is to protect the interests of this tax-exempt association, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the association 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 associations.

Section 2. Definitions

a. Interested Person

Any officer, employee or volunteer, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A financial interest is not necessarily a conflict of interest. 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. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the association has a transaction or arrangement,
2. A compensation arrangement with any entity or individual with which the association has a transaction or arrangement, or
3. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A conflict arising out of a personal interest can occur in situations that result in inappropriate financial gain to persons in authority at and can lead to financial penalties and violations of IRS regulations. Situations or transactions arising out of a conflict of interest also can result in either inappropriate financial gain or the appearance of a lack of integrity in the decision-making process.

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 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 if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. 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.
2. 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.

3. 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.

4. 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.

4. Violations of the Conflicts of Interest Policy

a. 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.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing 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 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 PTO 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 PTO 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 such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the PTO 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 7. Periodic Reviews

To ensure the PTO 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.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the PTO'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 in an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the PTO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XII – Dissolution

Section 1. Voting and notice

The organization may be dissolved with previous notice (14 calendar days) and a two thirds vote of those present at the meeting.

Section 2. Final Funds Disbursement

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.

Article XIII – Amendments

Section 1. Timing and Notice

These bylaws may be amended at any regular general membership meeting of the PTO by a two-thirds vote of those present and voting. Notice of proposed amendments must have been provided to the membership 30 days prior to the meeting.

Section 2. Bylaws Committee

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