

**Santa Rita Elementary School Parent Teacher Organization BYLAWS
(amended August 17, 2020)**

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Article 1 – Name

Section 1. Santa Rita Elementary School Parent Teacher Organization (the PTO). The PTO is located at Santa Rita Elementary (SRE), 532 Santa Rita Blvd., Liberty Hill, Texas, 78642 with a mailing address of P.O. Box 871, Liberty Hill, Texas 78642.

Section 2. This organization is organized exclusively for educational and charitable purposes. The PTO is designated as a public charity as defined by Section 501(c)(3) of the Internal Revenue Code and is thereby a non-profit organization.

Article II – Purpose and Policies

Section 1. Purpose. The purpose of the PTO is to enhance and support the educational experience at SRE, to strengthen lines of communication between school and home by encouraging parental involvement, to promote a sense of community, and to support our school through fundraising activities, volunteer services, and enrichment programs that promote the finest education possible for our students.

Section 2. Policies. This organization shall be non-commercial, non-sectarian, non-partisan. No commercial enterprise and no candidate shall be endorsed by it. The name of the organization and the name of its officers in their official capacities shall not be used in any connection with a commercial or with any partisan interest or for any purpose other than the regular work of the organization.

This organization will seek to work in conjunction with the school administration and not to direct or control its policies.

Article III – Membership and Dues

Section 1. Membership. Any parent, guardian, or other adult standing *in loco parentis* for a student that is currently enrolled at the school may be a member and shall have voting rights. The principal, SRE administrative staff, and any teacher employed at the school may be a member and have voting rights. All other interested parties may attend regular meetings, but do not have voting privileges. Membership in these bylaws may be referred to as “general membership.”

Members have the right to vote, hold office, and serve on a committee. Membership must be completed at least 14 calendar days before a PTO meeting to be considered a member in good standing with voting rights. Membership is for one school year and must be renewed annually.

Members must be willing to uphold the PTO policies and subscribe to the bylaws of the organization. Members are subject to removal from the PTO if the member is found in violation of the policies and/or Bylaws. In addition, membership will terminate immediately upon the

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student(s) withdrawal from school or when employment at the school ends if the principal or teacher does not have a student currently enrolled at the school.

Section 2. Dues. Dues, if any, will be established by the Executive Board. Dues are generally collected at the beginning of the school year, and are for one calendar school year. Dues may be collected throughout the school year but may not be prorated. If dues are charged, a member must have paid his or her dues at least 14 calendar days before a PTO meeting to be considered a member in good standing with voting rights.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a President, Vice President, Secretary, Treasurer, and Volunteer Coordinator. The Executive Board can have the option of having a Parliamentarian and/or a Faculty Representative. One and only one person can serve as President. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office.

- a. **President.** The President shall preside over meetings of the organization and Executive Board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, 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. The President has an executive vote for the purposes of Executive Board decisions and shall maintain neutrality and vote only in the case of a tie in a vote of the membership. The President will vote in a quorum only in the event of a tie.
- b. **Vice President.** The Vice President shall act as an aid and assist the President, carrying out the President's duties in his or her absence or inability to serve. The Vice President shall also oversee fundraising, memberships, committees, and special events with the President. The Vice President has an executive vote.
- c. **Secretary.** The Secretary shall keep all records of the organization, take and record minutes at all meetings of the PTO, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. The Secretary manages social media and newsletter communications for the organization. The Secretary has an executive vote.
- d. **Treasurer.** The Treasurer shall have custody of 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. The Treasurer has an executive vote.
- e. **Volunteer Coordinator.** The Volunteer Coordinator will collect and keep record of all volunteer contact information, organize volunteers for events, provide training for all

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volunteers and be present for all events to lead volunteers. The Volunteer Coordinator has an executive vote.

- f. **Parliamentarian.** The Parliamentarian position does not have to be filled; and does not require a vote to be filled. The Parliamentarian serves as a representative from a previous Executive Board to offer guidance to a new Executive Board. The Parliamentarian does not have an executive vote and is not required to attend all Executive Board meetings.
- g. **Faculty Representative.** The Faculty Representative does not have to be filled; and does not require a vote to be filled. The Faculty Representative serves as a representative from the faculty of the school and acts as a liaison between the teachers and the Executive Board. The Faculty Representative does not have an executive vote and is not required to attend all Executive Board meetings.

Section 2. Eligibility. Members are eligible for office if they are active members in good standing at least 14 calendar days before nominations are made at the second to last meeting of the year.

Section 3. Nominations and Elections. Elections will be held at the last meeting of the school year. At the second to last general meeting of the school year, nominations may be made from the floor and the nomination period will be closed at the end of the meeting.

Voting shall be by voice vote if unopposed slate is presented. If more than one person is running for an office, a written vote shall be taken. A majority of votes cast by the general membership shall be necessary for election. Should no person receive a majority of votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.

Incoming officers take their elected position on July 1st. All current officers vacating their position must turn over all documents, equipment, and financial documents to the new Executive Board by June 30th.

Section 4. Terms of Office. The term of office for all Executive Officers is limited to two (2) elected terms in the same or other office. However, an officer may remain in the position or serve in another position if no other interested member steps forward and indicates an interest in such position. Each term runs July 1st through June 30th to coincide with the fiscal year of the organization.

These term limits can be broken when a new school is added to the district, and there is a need for a pre-existing PTO Executive Board to help establish the new school's parent teacher organization.

Section 5. Removal from Office. Officers can be removed from office with cause by two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice of 48 hours has been given.

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Section 6. Vacancies. If there is a vacancy in the office of President, the Vice President will become President. At the next regularly scheduled meeting, a new Vice President will be nominated and elected. If there is a vacancy in any other elected office, the vacancy will be filled for the unexpired term by another qualifying member of the PTO by majority vote of the Executive Board. Written notification will be sent to members via email or social media. The Executive Board shall continue to conduct business as usual if a replacement cannot be found.

Article V – Meetings

Section 1. Regular Meetings. PTO general membership meetings shall be held regularly during the school year to conduct the business of the PTO. The date, time, and location are at the discretion of the Executive Board. Notice of these meetings will be provided at least one week prior to the meeting via social media, email, and school newsletters, as well as posted on the PTO website. Electronic meetings may be held at the discretion of the Executive Board.

Section 2. Special Meetings. Special meetings may be called by the President, by any two members of the Executive Board, or by five general members submitting a written request to the Secretary. Notice of the special meeting shall be sent to the members at least 10 days prior to the meeting via social media and email, as well as posted on the PTO website.

Section 3. Annual Meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, nominating officers, and conducting other business that should arise.

Section 4. Voting. Each member in good standing in attendance at a PTO meeting is eligible to vote. Absentee and proxy votes are not allowed.

Official business shall be defined as the conduct of a formal vote on any subject that is required to go before the general membership. Those subjects requiring a vote shall include: accepting an annual budget as proposed by the Executive Board, the election of officers, and any other matters referred to the general membership by the Executive Board.

Section 5. Quorum. Ten (10) members of the PTO present and voting constitute a quorum for the purpose of voting.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the five elected officers.

Section 2. Duties. The duties of The Executive Board shall be to transact business between meetings in preparation for the general meetings, attend Executive Board meetings and general

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membership meetings on a regular basis, creating standing rules and policies, create standing and temporary committees and direct their work, prepare and submit a budget to membership, approve expenditures within the framework of the approved budget, and prepare reports and make recommendations to the membership.

The Board shall have the power, in its discretion, upon the majority vote of the attending board members, to approve any expenditure it shall deem appropriate, provided such expenditures shall benefit the school, the students, or the staff.

All issues that come before the PTO will be voted on by the Executive Board and determined by the majority vote of the attending Board members. The general membership will vote to approve the budget and election of officers.

Section 3. Meetings. Regular Executive Board meetings shall be held monthly, to be determined by the Executive Board. Special meetings may be called by any two Executive Board members with 24-hour notice. Electronic meetings may be held at the discretion of the Executive Board.

Section 4. Quorum. Three (3) Executive Board members constitute a quorum.

Article VII – Committees

Section 1. Membership. Committees may consist of general members and Executive Board members, with the President acting as an *ex officio* member of all committees.

Section 2. Additional Committees. The Executive Board may appoint committees and committee chairpersons, as needed. Committee chairpersons may serve for a one-year term with no term limit. All committees and committee chairpersons must be active members in good standing and be approved by the Executive Board. A committee chairperson may be removed from their position with cause by a majority vote of the Executive Board.

Article VIII – Finances

Section 1. Budget. A budget shall be drafted over the summer break for the following school year and approved at the first regular meeting by a majority vote of the members present. The budget must align closely with the objectives of the organization, as written in Article 2.

Section 2. Treasurer duties. The Treasurer shall keep an accurate record of all disbursements, income, and bank account information in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly to the Executive Board and at the PTO general meeting. The Treasurer shall also prepare year-end financial reports and year-end tax returns, under the supervision of a tax professional.

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Section 3. Expenses. The Executive Board shall approve all expenses of the organization.

Section 4. Banking. All funds of the PTO shall be deposited within a maximum of five (5) days of from the receipt of funds into a checking account in the name of Santa Rita Elementary PTO in a local federally insured bank, as designated by the Executive Board. The Executive Board shall designate at least two authorized signers from the current members of the Executive Board and establish controls and procedures to ensure the proper use and security of PTO funds.

Section 5. End of year. The Treasurer shall prepare an annual financial statement at the end of the fiscal year.

Section 6. Fiscal year. The fiscal year of the PTO begins July 1 and ends June 30 of the following year. No disbursements can be made past the end of the fiscal year for expenses incurred during that fiscal year or prior years. The PTO will not be liable for receipts received after the closeout date.

Section 7. Audit. The financial books kept by the Treasurer shall be audited yearly by August 1. An accountant or CPA need not perform this audit. However, it must be done by someone not associated with the Treasurer.

Section 8. Fundraisers. All fundraisers must have a detailed budget prior to the event. The Treasurer will oversee the budgets for all committees of the PTO. All items that require reimbursement must include the prior approval of the committee chairperson, a copy of the invoice/receipt showing paid expense, and be within the budget guidelines.

Section 9. Donation Requests. All requests for charitable contributions to be made by the PTO need to be presented in writing. The request will be voted on at the next general membership meeting once the written request is received.

Section 10. Dissolution. Upon dissolution of the organization, any remaining funds must be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 11. Contracts. Authority to sign contracts is limited to the President, or other Executive Board member as delegated by the President.

Article IX – Parliamentary Authority

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

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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 notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XII – Amendments

These bylaws may be amended by the Executive Board in accordance with the guidelines of the Secretary of State. Completed amendments will be approved by majority vote of the Executive Board.

Article XIII – Conflict of Interest Policy

Section 1. Purpose. 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 benefit the private interest of an officer or member of the organization. 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 member of the organization, 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 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.

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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 determines 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 who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosing of the financial interest and all material facts, and after any discussion with the interested person, he/she shall not be present while the determination of a conflict of interest is discussed and voted upon. In the event of a conflict of interest with an Executive Board member, the disinterested board members shall decide whether a conflict of interest exists. Should the vote in this situation end in a tie, the organization with which the Executive Board is negotiating a transaction or arrangement with will be disqualified.
- c. **Procedures for Addressing the Conflict of Interest.**
 - i. An interested person may make a presentation at the Executive Board 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 disinterested President, or Vice President if the conflict of interest involves the President, shall, if appropriate, appoint a disinterested member 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 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 decisions as to whether to enter into the transaction or arrangement.
- d. **Violations of 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.

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- 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, including removal of membership.

Section 4. Records of Proceedings. The minutes of the Executive Board 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, and any action taken to determine whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements. Each officer shall annually sign a statement which affirms that such person:

- a. Has receive a copy of the conflict of interest policy;
- b. Has read and understood the policy;
- c. Has agreed to comply with the policy; and
- d. Understand 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 6. Periodic Review. 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, a periodic review shall be conducted. The periodic review shall, at a minimum, include the following subjects: whether arrangements with third-parties conform to the organization's written policies, are properly recorded, reflect reasonable payments for goods and services, further charitable purposes, and do not result in impermissible private benefit.

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

These bylaws were adopted on _____.

Signed in effect by the Executive Board members:

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Name: _____

Title: President

Name: _____

Title: Vice President

Name: _____

Title: Secretary

Name: _____

Title: Treasurer

Name: _____

Title: Volunteer Coordinator