

Buckeye Valley Middle School PTO Bylaws

Article I

Name:

The name of the organization shall be Buckeye Valley Middle School PTO, aka BVMS PTO.

Article II Purpose:

The corporation is organized for the purpose of supporting the education and welfare of all children at Buckeye Valley Middle School by forming relationships among the school, parents, teachers and community.

Article III Membership and Dues :

Any parent, guardian or other adult overseeing care for a student in Buckeye Valley Local School District may be a member and shall have voting rights. The principal, vice principal and any teacher employed at the school may be a member and have voting rights. Each member has one vote. Membership in this PTO shall be made available without regard to race, color, creed, nation of origin and/or sexual orientation, under such rules and regulations, not in conflict with this PTO bylaws, to any individual who subscribes to the objects and policies of the PTO.

Dues, if any, will be established by the executive board by vote if greater than zero. If dues are charged, a member must have paid their dues within 7 calendar days of the following PTO member meeting they attended to be considered a member in good standing with voting rights.

Article IV Officers and Elections:

Section 1 Officers

- The officers shall be **one and only one President, one and only one Vice President, one and only one Secretary and one and only one Treasurer.** *Current year officers will have the option to serve as*

co-officers for the upcoming year to aid with potential new officers in understanding of each officers' role & responsibilities in the PTO.

Each officer shall only serve two years at their current officer position after the election process. In addition to the duties listed below, each officer will perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

A. President

The President shall preside over meetings of the organization and executive board, represent the organization at meetings outside of the organization and coordinate the work of all the officers and committees so that the purpose of the organization is served. The President shall prepare an agenda coordinating with the Secretary of any addends/changes needed for future meetings. The President shall oversee Treasurer reports and be a signer on the organization's bank account.

B. Vice President

The Vice President shall assist the President and carry out the president's duties in their absence or inability to serve. The Vice President shall also oversee the committees and officers of this organization. The Vice President shall coordinate with the Secretary on members, communication and protocols.

C. Secretary

The Secretary shall keep all records of the organization, take and record minutes, handle correspondence, send notices of meetings to members. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list and necessary supplies and brings them to meetings. The Secretary shall finalize the agenda with the President before every meeting.

D. Treasurer

The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, pay out funds in approval of the executive board. The Treasurer shall be the signer along with the President on the organization's bank account. The Treasurer will present a financial monthly bank statement at every meeting and other times of the year when requested by the executive board and make a full report at the end of the year. The Treasurer shall present to the executive board all tax related information in a timely manner.

Section 2: Eligibility

Members are eligible for office if they are in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 3: Nominations & Elections

Elections will be held at the September meeting of the school year. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken. If no one is running for an office in an election year a vote shall be taken within the nominating committee for either current officers to proceed in current office position or if they should change to other voted positions after a two year term.

Section 4: Terms of Office

Officers are elected for two years and may serve no more than two consecutive terms within the same officer position.

Section 5: Removal of Office

Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a

regular meeting where previous notice has been given.

Section 6: Vacancies

If there is a *vacancy* in the office of the President, The Vice President will become President. At the next meeting a new Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting. If there are no members to fill a vacancy the organization must proceed to an open election within the Buckeye Valley Local School District for this organization to continue running properly.

Article V Meetings:

A. Regular Meetings

The regular meetings of the organization shall be as decided at the prior meeting by the executive board. Forty-Eight (48) hours written/emailed notice shall be given of change of date. In case of a level 2 or 3 snow emergency has been issued for Delaware, Marion, Morrow or Union Counties, then the meeting will be canceled and rescheduled for another date and time.

B. Special Meetings

Special Meetings may be called by the President, any two members of the executive board or general members submitting a written request or email to the Secretary. Previous notice of the special meetings must be sent 14 days prior to that meeting, by email, flyers, phone calls and social media accounts.

C. Annual Meetings

The annual meeting will be held at the June meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

D. Quorum

The quorum shall be at least 3 members of the organization.

E. Notification of Meetings

The Secretary will notify the members of the meetings via email at least one week prior to the meeting.

Article VI: Executive Board

Section 1: Membership

The Executive Board shall consist of the officers, principal, and standing committee chairs.

Section 2: Duties

The duties of the executive board shall conduct business between regular meetings in preparation for the regular meetings with the general public and members. These meetings shall serve to create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports to the membership.

Section 3: the IRS required acceptable purpose and dissolution clauses:

I. BVMS PTO is organized exclusively for charitable and educational purposes; as described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

II. 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.

Section 3: Meetings

Executive meetings shall be held as decided by the executive board. Special meetings may be called by any two members with 72 hours notice.

Article VII: Committees:

Section 1: Membership

Committees shall consist of general members and board members, with the President acting as a member of all committees.

Section 2: Standing Committee

The following Committees shall be held by the organization: Fundraising, Membership, Communications, Family Night, Dance, Nominating and Audit.

Section 3: Additional Committees

The board may appoint additional committees as needed.

Article VIII

Finances:

A. A tentative budget shall be drafted in Spring for the following school year and approved at a Fall meeting by a majority vote of the members present.

B. The Treasurer shall keep accurate records of any disbursements, income and bank account information at all times.

C. Two authorized signatures shall be required on each check over the amount of \$650.00. Authorized signers shall be the President and Treasurer.

D. The Treasurer shall prepare a financial statement at the end of the year to be reviewed by the Audit Committee.

E. The fiscal year shall coordinate with the school year.

F. Upon dissolution of the organization any remaining funds shall be used to pay any outstanding bills and with membership's approval, paid to Buckeye Valley Middle School for the Principal to disperse into the schools fund.

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.

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 and a two-thirds vote of those present at the meeting.

Article XII: Amendments:

These bylaws may be amended at any regular and special meeting, given previous notice in writing at the prior meeting and sent to all members of the organization by the Secretary. Notice shall be given by email, hard copy and phone. Amendments will be approved by a two-thirds vote of those present assuming a quorum.

Article XIII: Conflict of Interest Policy:

Section 1 Purpose:

The purpose of the conflict of interest policy is to protect this tax exempt organizations 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 Conflict 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 allow 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 a 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 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, 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.

These PTO By-laws AND Job descriptions were presented by Secretary Anastasia O’Quinn at the December 9, 2019 monthly meeting. Approval was motioned by President Libby Meier and seconded by Vice President Valerie Wilkerson. These BVMS PTO By-laws have been adopted as of January 09, 2020 meeting.

The IRS requires minimum of 2 officers’ signatures:

Sign _____ date _____

Print name & Officer Position:

Sign _____ date _____

Print name & Officer Position:
