

Rombout Middle School Parent Teacher Organization

BYLAWS¹

Article I – Name

The official name of this organization shall be the Rombout Middle School Parent Teacher Organization. The shortened version of the name shall be Rombout PTO or RMS PTO. It is a non-profit organization.

Article II – Purpose

The mission of the Rombout PTO is to enhance the educational and extracurricular experiences for all children attending Rombout, and to promote and support positive relations between the parents/guardians, students, faculty/staff as well as the community served by Rombout Middle School.

This will be accomplished by:

Fostering open communication and collaboration between parents/guardians, teachers, staff and administration

Recruiting, equipping and supporting parent/guardian and community volunteers for school and PTO activities

Raising funds and donations of goods and/or services from the wider community to support our objectives

Seeking to improve the quality of education for all students at our school.

Encourage the involvement of all parent/guardians and teachers without regard to race color, national origin, citizenship, gender, religion, economic status, age, disability, political beliefs, sexual orientation or marital status.

We may cooperate with other organizations and agencies active in child welfare.

Neither the name of the PTO or any of the members shall be used in conjunction with a related commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the purpose of our PTO.

The board shall make decisions based on the best interest of the students, staff, faculty, and parents of Rombout Middle School.

The PTO encourages free expression of ideas and diversity of thinking pertaining to our school.

Through respect, appreciation and cooperation, we will strive to make our children's middle school experience positive both inside and outside of the classroom.

Article III – Members

Section 1. Membership. The families of students enrolled at Rombout, the faculty and staff, and the Principal may belong to the PTO. All members considered to be in good standing are granted voting rights, one vote per paid membership. Membership enrollment is open from

September 1st to December 31st of each school year with the exception of newly enrolled families of RMS which may join upon their enrollment. Membership needs to be reestablished each school year.

Section 2. Dues. Dues, if any, will be established by the executive board prior to the start of the school year. If dues are charged, a member must have paid his or her dues to be considered a member in good standing with voting rights. All members, including executive board members, must pay dues.

Article IV – Officers and Elections

Section 1. Officers. The officer positions of this organization are President, Vice President, Secretary and Treasurer. Officer positions can be shared.

- 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 the meetings outside the organization, serve as an ex officio member of all committees and coordinate the work of all the officers and committees so that the purpose of the organization is served.
- b. Vice President-The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.
- c. Secretary-The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes, bylaws, rules, and any other necessary supplies, and brings them to meetings. Additionally, the secretary, or their designee, keeps the website and social media current.
- d. Treasurer-The treasurer shall receive 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 is required to 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 must prepare all required state and federal filings. The treasurer is also required to notify the fundraiser chairperson of bad checks. The treasurer shall serve as a main point of contact for all accounts held by the PTO in conjunction with the president.

Section 2. Nominations and Elections. Elections will be held during the second to last meeting of the school year,

typically the May meeting. Nominations will be accepted at the meeting one (1) month prior to the scheduled election, typically the April meeting. Nominations may be in writing or by verbal request. Nominations must be made with the consent and knowledge of the nominee. Voting shall be by verbal vote if one person is running for a position and by ballot if more than one person is running. A majority vote of members present at the meeting will determine election winners.

Section 3. Eligibility. Members are eligible for office if they are members in good standing for 90 days before the nominating committee presents its nominees.

Section 4. Term of Office. The term of office for all officers is one year, beginning July 1st and ending June 30th the following year. There is no limit on the number of consecutive terms held in the same office position as long as an election occurs.

Section 5. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled 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.

Section 6. Removal from Office. Officers can be removed from office with cause by a two-thirds majority vote of members in good standing at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings. The regular meeting dates shall be determined at the beginning of each term by the executive board. Regular meetings are for receiving reports from committees, making decisions, and obtaining pertinent information and feedback from school staff and parents.

Section 2. Special Meetings. Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least ten calendar days prior to the meeting.

Section 3. Voting. Each member in good standing that is in attendance at a PTO meeting is eligible to vote, one vote per household. Absentee, email and proxy votes are not allowed.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers and principal.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and

submit a budget to the membership, approve expenses that arise between meetings, and prepare reports and recommendations to the membership.

- a. Principal. The Principal may approve/disapprove all decisions and activities of this PTO.

Section 3. Meetings. Meetings shall be held as needed, to be determined by the board.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VII – Committees

Section 1. Membership. Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2. Additional Committees. The board may appoint additional committees as needed.

Article VIII – Finances

Section 1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income and bank account information.

Section 3. The board shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on each funding requests. Authorized signers shall be the president and treasurer.

Section 5. The treasurer shall prepare a financial statement at the end of the year.

Section 6. 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.

Section 7. The fiscal year begins July 1st and ends June 30th. Federal law requires tax exempt organizations to file a 990 E Postcard by August 1st each year.

Article IX – Parliamentary Authority

The president, or vice president in their absence, will decide at the beginning of each meeting if the framework of Robert's Rules of Order will be in effect for the duration of the meeting.

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 majority vote of members in good standing.

Article XII – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. The executive board must review the bylaws prior to the new school year.

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 transaction or arrangement that might benefit the private interest of an officer or member 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 principal, officer, or member, 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 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.

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 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 executive board.

- 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 executive board 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 executive board or general 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. 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.
 - iii. 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 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 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.
 - 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 action.

Section 4. Records of Proceedings. The minutes of the executive board are available on request and 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 executive board'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 member in good standing 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 member in good standing 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 member in good standing of the executive 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. 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, an annual review shall be conducted in conjunction with a review of the bylaws and tentative annual budget.

Endnote

1. Adapted from PTOTODAY.com. First revision from 2005.
2. Approved for use by RMS PTO in October 2018