

Helena Parent Teacher Organization (Helena PTO)

Bylaws

Adopted: February 4, 2020

Revised: May 2, 2022

ARTICLE I: NAME AND PURPOSE

Section 1: Name

The name of this organization shall be the Helena Parent Teacher Organization (Helena PTO).

Section 2: Mission and Purpose

The mission of Helena PTO is to work together to support and enhance Helena Elementary School by:

- Promoting open communication between the administrators, teachers, and parents.
- Encouraging student, parent, and administrator/teacher participation at school functions.
- Providing an atmosphere for parental support, e.g. parents sharing ideas, experiences, problems, and solutions.
- Organizing and/or contributing funds and services to classrooms, special projects and extracurricular activities.

Helena PTO is organized exclusively for charitable, education, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. To this end, Helena PTO shall at all times be operated for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.

ARTICLE II: MEMBERSHIP

Section 1: Eligibility

Helena PTO membership shall be open to:

- A. Any parent, guardian, grandparent, or other adult standing in loco parentis for a student attending Helena Elementary.
- B. Any Helena Elementary staff member with an interest in the Helena PTO mission.
- C. Any organization, business, or community member with a valid interest in the Helena PTO mission

Section 2: Membership Dues

Dues, if any will be established at the annual meeting of each year with a majority vote of the members. Dues will be paid per household allowing each household 2 voting members. Payment of dues will establish voting rights.

Section 3: Membership List

A Helena PTO membership list containing contact information for each member shall be maintained by the Executive Board. The list shall only be used for purposes that directly carry out the mission and function of Helena PTO.

Section 4: Role and Responsibilities

The members of Helena PTO shall:

- Periodically meet to discuss and agree on Helena PTO goals and objectives.
- Participate in Helena PTO-related policy and advocacy discussion.
- Nominate and select Executive board members.
- Participate in Helena PTO subcommittees and projects that support and build upon one another in order to achieve Helena PTO goals and objectives.
- Ensure coordination of Helena PTO projects to support and build upon one another.
- Participate in the sharing of best practices and resources among members and the community.
- Accept and give donations of money or property, whether real or personal, or any interest therein.
- Make appropriate information available to all members including but not limited to: bylaws, minutes, and budgets.

ARTICLE III: OFFICERS AND ELECTIONS

Section 1: Officers

The officers shall be a president, vice president, secretary, and treasurer.

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, and coordinate the work of all the officers and committees so that the purpose of the organization is served. The President shall appoint all committee chairs/co-chairs.

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. The vice chair shall also maintain the membership list and provide it to the secretary. They shall also serve as a chair or co-chair for the fundraising committee.

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 minute's book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

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 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.

Ex-Officio: The Ex-Officio shall be an officer from the previous year typically the president if willing to serve. This person will serve as a liaison to the new officers, will have general membership voting rights.

In the event of Co-Officer position the general membership shall approve the position prior to voting on the slate of officers for that year. Co-Officers will both have general membership voting rights but as a board member will only have the rights of 1 in correlation with that office held.

Section 2: Nominations and Elections

Elections will be held at the last meeting of the school year. Vacancies shall be announced at the meeting prior to the last meeting of the school year, and nominations may be made at that time, prior to the meeting when the election shall be held, or from the floor prior to voting. Voting shall be by voice vote if a nominee is unopposed. If more than one person is running for an office, a ballot vote shall be taken.

Section 3: Eligibility

Members are eligible for office if they are members in good standing. The officers may include teachers or school staff not to exceed 50% of the offices.

Section 4: Terms of Office

Officers are elected for one year. Each person elected shall hold only one office at a time. In the event there is not enough officers to hold each office the Vice President role shall remain vacant.

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, the vacancy will be filled through an election at the next regular meeting.

Section 6: Removal from Office

Officers can be removed from office with or without cause by a two-thirds ballot vote of those present (assuming a quorum) at a regular meeting where previous notice has been given. Voting may occur via electronic medium if necessary and require a majority vote to pass.

ARTICLE IV: EXECUTIVE BOARD

Section 1: Membership

The Executive Board shall consist of the officers.

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 the budget to membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3: Meetings

Meetings may be called by any two board members with 24 hours notice.

Section 4: Quorum

Half the number of board members plus one constitutes a quorum

Section 5: Correspondence

All members of the Executive Board shall have privileges to perform correspondence via flyers or electronic mediums on behalf of the Helena PTO.

ARTICLE V: MEETINGS

Section 1: General Membership Meetings

The general membership meetings of the organization shall be as determined by the executive board prior to the beginning of each school year, but in any event, meetings shall take place at least five (5) times per school year.

Section 2: Annual Meeting

The Executive board will schedule a minimum of one (1) annual meeting per year. The membership shall elect Executive board members and other positions during the annual meeting. Terms will begin immediately following the annual meeting. The annual meeting shall be held as the second to last meeting of the school year and may be held in conjunction with a general membership meeting.

Section 3: Special Meetings

The Executive board will schedule special meetings as needed. Meetings shall be facilitated by the chairperson, or by a designated representative. 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 10 days prior to the meeting by

flyer or via electronic communications.

Section 4: Subcommittee Meetings

Subcommittee meetings will be scheduled as needed. Meetings shall be facilitated by the subcommittee chairperson, or by a designated representative.

Section 5: Conduct of Meetings

A Helena PTO Chairperson shall convene and facilitate all meetings with parliamentary procedure according to Robert's Rules of Order or not in conflict of organization bylaws.

Section 6: Quorum

A quorum at any meeting of the general membership shall consist of majority Helena PTO members present at the meeting, in person or by telephone, telecommunications, or video conferencing. A quorum at any Executive board Meeting shall consist of half the number of members plus one.

Section 7: Decision Making Process and Voting Guidelines

Helena PTO will strive to reach consensus in its decision making process. If consensus cannot be reached, decisions will be initiated by a motion and a second, and will become approved by majority vote of a quorum of good standing members. Voting may be conducted in person or by means of a telephone conference or similar electronic communications whereby all persons participating in the meeting can communicate with each other. If a vote is taken, a maximum of two (2) voting members representing the same household/entity may participate in the vote. Expenses under \$300 may be voted upon by the executive board requiring two-thirds approval to pass.

Section 8: Meeting Notices, Agendas, Minutes

The Executive board will be the responsible committee for preparing and distributing meeting notices, agendas, minutes, and other materials to Helena PTO member's and others on the mailing list. Members will be notified of meetings via flyer or electronic communications at least one week prior to the meeting. Meeting minutes shall be approved at the next meeting.

ARTICLE VI: COMMITTEES

Section 1: Standing Committees

The following committees shall be held by the organization: Hospitality and Fundraising.

Section 2: Subcommittees

The Helena PTO Executive board as deemed necessary may appoint subcommittees. Subcommittees, when established, shall prepare a work plan that includes specific goals, objectives and timelines for achievement. Subcommittees will regularly provide status reports on implementing the work plan to the Helena PTO membership.

The individual Subcommittee Chairperson will be responsible for preparing and distributing meeting notices, agendas, minutes, and other materials to Helena PTO members and others on the committee mailing list. Meeting minutes shall be approved at the next subcommittee meeting.

Section 3: Correspondence

All Committee Chair/Co-Chairs shall have privileges to perform correspondence via flyers or electronic mediums on behalf of the Helena PTO.

ARTICLE VII: FINANCES

Section 1: Fiscal Year

The fiscal year shall coordinate with the school year. Reminder: State laws often dictate what records must be made available to an organization's members and to the general public. Also, federal law requires that a nonprofit tax-exempt organization's IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years be available for public review when requested.

Section 2: Budget

A tentative budget shall be drafted for the annual meeting for each school year and approved by a majority vote of the members present.

Section 3: Financial Reports

The Treasurer shall keep accurate records of any disbursements, income, and back account information. They shall also, furnish an end of year financial statement for audit by the President and a third party whom is a general member in good standing but not a member of the Executive Board.

Section 4: Expenses

- A. The general membership shall approve all expenses of the organization, unless time does not allow at which time expenses under \$300 may be voted on by the executive board and would require a majority vote.
- B. All expenses greater than \$300 must be voted on by general membership via in person vote or vote via electronic medium. Approval via electronic medium shall require a majority vote of those members participating.
- C. Two authorized signatures shall be required on each check over the amount of \$300. Authorized signers shall be the President, Vice President, Treasurer, Secretary, and/or School Secretary.
- D. In the event a budget is approved for a committee that is not listed as a signer of the financial account, a pre-paid card will be issued to them for use or reimbursement only will occur.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organizations bylaws.

ARTICLE IX: 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 X: BYLAW REVISION

Changes to the bylaws shall be made by a majority vote with a quorum present. Proposed changes to the bylaws shall be communicated to all Helena PTO members prior to the meeting at which time they will be considered for action. However, if need arises, changes may be proposed at a meeting as long as a quorum is present.

ARTICLE XI: DISSOLUTION

In the event of dissolution of Helena PTO, any assets remaining shall be distributed to one or more regularly organized and duly qualified charitable, educational, or scientific organizations as set forth in Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended. Such organization shall be selected by the SC of Helena PTO.

ARTICLE XII: CONFLICT OF INTEREST

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's 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:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- c. 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.

- a. 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.
- b. 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.
- c. 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.

- 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 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 boards 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 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 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 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, are 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.

Date _____

Jayne White, President

Karri Anderson/Stefanie Musser
Vice President

Lanea Furst, Secretary

Tiffany Tritten, Treasurer