
Brooklyn Elementary School Parent Teacher Organization

Bylaws

Article 1 - Name

The name of the organization shall be Brooklyn Elementary Parent Teacher Organization, Inc. in the city of Brooklyn, WI.

Registered Doing Business As (DBA) Names:

- BKE PTO
- BKE PTO, Inc.
- Brooklyn Elementary PTO
- Brooklyn Elementary PTO, Inc.

Article II – Purpose

This corporation is organized for the purpose of supporting the students, families, teachers and staff of Brooklyn Elementary School

Section 1: Vision Statement. The PTO makes an effort, every day, to help students, families, teachers and staff, and the Brooklyn/Oregon community become stronger through support, understanding, and education.

Section 2: Mission Statement. Enrich the educational and social environments at Brooklyn Elementary School by building relationships, encouraging healthy behaviors, and helping students grow as learners.

Section 3: Purpose Statement. The Brooklyn Elementary PTO aims to:

- Share our energy, talents, and time in support of high quality education for all students;
- Support teachers so they can meet students' physical, mental, and social needs;
- Encourage a healthy, active school environment;
- Organize events and activities that encourage school spirit;
- Invite diverse perspectives and participation from families;
- Promote a team atmosphere among parents, teachers, and administration; and
- Help address emerging and unbudgeted school needs.

Article III – Members

Section 1: Voting members of the PTO are parents or guardians of current Brooklyn Elementary students, as well as current teachers, administrators, and staff at Brooklyn Elementary School.

Section 2: Dues, if any, will be established by the Executive Board. If dues are charged, a member must have paid his or her dues prior to the meeting to be considered a member in good standing with voting rights.

Article IV – Officers & 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. The president prepares the agenda for meetings in collaboration with the vice president. The president serves as the primary contact for the school principal and represents the PTO at meetings outside the organization. The president will assure that all annual reporting is completed in compliance with local, state, and federal law. The president will assure that members are given notice of all upcoming meetings.
- Vice President** – The vice president serves as an ex officio member of all committees, and helps coordinate the work of all committees so that the purpose of the organization is served. The vice president assists the president and carries out the president's duties in his or her absence or inability to serve.
- Secretary** – The secretary shall keep all records of the organization, take and record meeting minutes, and present minutes for approval at the next regularly scheduled PTO meeting. Approved minutes will be posted so all members can access them. The secretary keeps a copy of past minutes, the organization bylaws, rules & policies, membership list, and any other necessary information, 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 throughout the year as needed by the Executive Board. The treasurer will reconcile all financial records and make a full report at the end of the fiscal year, as well as compile documentation needed for annual reporting requirements to any local, state, and federal agencies.

Section 2: Nominations & Elections. Elections will be held at the annual membership meeting each April. The Nominating committee shall select one 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 only the slate is presented. If more than one person is running for an office, a ballot vote shall be taken at the meeting.

Article IV – Officers & Elections (cont.)

Section 3: Eligibility. Members eligible for officer positions must be in good standing at least 14 days before the nominating committee presents its annual slate of officer nominees.

Section 4: Terms of Office. Officers are elected for one year terms. A given individual may serve no more than three (3) consecutive terms in the same office. Each person elected shall hold only one office at a time. Officer terms run from July 1 to June 30th, with the organization's fiscal year.

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. The individual filling the vacancy will complete the current term and the officer position will be re-filled through the normal election process for the next fiscal year.

Section 6: Removal from Office. Officers and Executive Board members can be removed from office, with or without cause, by a two-thirds vote of those present (assuming quorum) at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings. Regular PTO meetings will be held on the third Monday of the month, July through May. The meetings will occur at 7:00 pm, or at a time and place determined by the executive committee at least two weeks before the meeting. The secretary will assure that all meetings are announced via the PTO website at least 10 calendar days prior to the meeting. Regular meetings are open to the public and all PTO members are welcome to attend. Items to be addressed at regular meetings by the membership will include teacher "wish list" requests, spending allocations that are within the annual budget, and new PTO projects/opportunities that address emerging school needs.

Section 2. Annual Meeting. The PTO's annual meeting will be held at the May regular meeting. The annual meeting is for electing officers, receiving committee reports, and conducting other business that arises requiring a vote by full membership, (including changes in organization bylaws). The secretary will notify members of the annual meeting via a flyer sent home with students at least one week prior to the meeting, in addition to the online notice of the meeting on the PTO website at least 10 calendar days prior to the meeting.

Section 3. 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 10 days prior to the meeting, by flyer and via the PTO website.

Section 4. Quorum. The quorum for meetings shall be 8 members of the organization. Members may participate in person, or via phone.

Article VI – Executive Board

Section 1. Membership. A maximum of nine (9) individuals will serve on the Executive Board. The Executive Board shall consist of:

- Four (4) PTO officers
- One (1) school staff representative
- Four (4) chairs of the Fundraising, Family & School Engagement, Community Outreach, and Communications standing committees

Section 2. School Representative. The school representative on the PTO Executive Board may be a current administrator, teacher, or staff member. The school representative may rotate between meetings.

Section 3. Duties. The duties of the Executive Board shall be to transact business between meetings, prepare for the general and annual meetings, create standing rules and policies, create standing and temporary committees, approve an annual budget, approve routine bills, and prepare reports and recommendations to the membership.

Section 4. Meetings. The Executive Board members will attend regular monthly PTO meetings. The Executive Board may also outside regular PTO meetings as needed. Special meetings of the Executive Board may be called by any two board members with at least 48 hours' notice.

Section 5. Quorum. Half the number of Executive Board members plus one constitutes a quorum. All voting by the Executive Board will occur at meetings so outcomes are captured in meeting minutes. Voting by the Executive Board will not occur via mail, email, or proxy voting.

Article VII – Committees

Section 1: Membership. Committees may consist of PTO members and Executive Board members, with the vice president acting as an ex officio member of all committees.

Article VII – Committees (cont.)

Section 2: Standing Committees. Standing committee duties are laid out in the organization's rules and policies. The following standing committees shall be held by the PTO:

- Fundraising
- Family & School Engagement
- Community Outreach
- Communications
- Budget
- Nominating

Section 3: Committee Chairs. Standing committee chairpersons will serve one year terms, from July 1 to June 30th. The Nominations Committee will prepare a slate of standing committee chair recommendations presented simultaneously with the slate of officer nominations. Committee chairs will be voted on at the annual meeting, consistent with the rules and procedures for voting on officers.

Section 4: Additional Committees. The Executive Board may appoint additional ad hoc and special committees as needed.

Article VIII – Finances

Section 1: Fiscal Year. The fiscal year will be July 1st to June 30th.

Section 2: Budget. A tentative budget shall be drafted by the Budget Committee each spring for consideration by the Executive Board at the May meeting. The annual PTO operating budget can be approved with a majority vote of the Executive Board members.

Section 3: Treasurer. The treasurer will keep accurate records of any expenditures, income, and bank account information.

Section 4: Expenses. Expenditures within the approved operating budget can be approved with a majority vote of members present at each monthly meeting.

Section 5: Authorized Signers. Two authorized signatures shall be required on each check over the amount of \$1,000. Authorized signers shall be the president, treasurer, and budget committee chair.

Section 6: Annual Financial Statement. The treasurer and budget committee chair will prepare an annual financial statement each spring, to be reviewed by the Executive Board, and then shared with the membership.

Section 7: If Dissolved. Upon dissolution of the organization (as described in Article XI below), any remaining funds should be used

to pay any outstanding bills and, with the membership's approval, spent for the benefit of the staff and families at Brooklyn Elementary School.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings. If there is a conflict between Robert's Rules of Order and the organization's bylaws, the bylaws will be the governing document.

Article X – Standing Rules

Any standing rules and organization protocols will 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 at least 14 days' previous notice to members and a two-thirds vote of members present at the meeting. Voting on dissolution will take place using a written ballot.

Article XII – Amendments

These bylaws may be amended at the May annual meeting, or at any regular or special meeting, provided that previous notice was given in writing at the prior meeting and then sent to all members of the organization via email. Amendments will be approved by a two-thirds vote of members present, assuming a quorum. Voting on amendments to these bylaws will take place using a written ballot.

Article XIII – Conflict of Interest Policy

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 transactions or arrangements 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 member of the Executive Board, officer, or member of a committee with authority to impact or direct financial interests, as defined below, is an interested person.

Article XIII – Conflict of Interest Policy (cont.)

- 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 agreement;
 - 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 of 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 Executive Board or governing committee determines that a conflict of interest exists.

Section 3: Procedures.

- a. **Duty to Disclose.** An interested person must disclose the existence of financial interests in connection with any actual or possible conflicts of interest. Interested persons must be given the opportunity to disclose all material facts to the Executive Board and members of affected committees 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 interest person, she/he shall leave the committee or board 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. **How to Address a Conflict of Interest.**
 - i. An interested person may make a presentation at the Executive Board or committee meeting regarding the transaction/arrangement in question. After the presentation, the interested person will leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Executive Board will exercise due diligence and consider reasonable alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Board will determine whether the organization can reasonably obtain 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 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 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 that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for this belief and afford the member an opportunity to explain the alleged failed to disclose.
 - ii. After hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board will determine whether the member has failed to disclose an actual or possible conflict of interest. If a conflict is determined, the Executive Board will take appropriate disciplinary or corrective actions.

Section 4: Records of Proceedings. The minutes of the Executive Board shall contain:

- 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;
- The names of the persons who were present for discussions and voted relating to the transaction or arrangement;
- The content of the discussions, including any alternatives considered;
- Any actions taken to determine whether a conflict of interest was present;
- A record of any votes taken as part of the process; and
- The Executive Board's decision as to whether a conflict of interest in fact existed.

Section 5: Compensation. Any member who, directly or indirectly, receives compensation from the PTO's transactions or arrangements is precluded from voting on matters related to the transaction or arrangement.

Article XIII – Conflict of Interest Policy (cont.)

Section 6: Annual Statements. Each member of the Executive Board and standing committees will annual sign a statement affirming:

- Receipt of the bylaws, including the conflict of interest policy;
- Having read and understanding the policy;
- Agreeing to comply with the policy;
- Understanding that the organization is charitable and that in order to maintain its federal tax exempt status, it must engage primarily in activities that accomplish its tax-exempt purposes.

The annual statements will include an opportunity to disclose any financial interests.

Section 7: 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, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include:

- a. Whether any compensation arrangements and benefits are reasonable, are based on a competent review of alternatives, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with other entities 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 (where the income or assets of a tax-exempt organization benefit an individual or someone close to them, or if an individual is able to exercise significant control over the organization), impermissible private benefits, or an excessive benefit transaction (where the value of the economic benefit provided by the organization exceeds the value of the consideration/goods/services received by the organization).

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 advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.