

Hoffman Trails Elementary Parent Teacher Organization Bylaws

- I. Name:** The name of the organization shall be the Hoffman Trails Elementary Parent Teacher Organization, herein referred to as PTO.
- II. Purpose:** The purpose of the organization shall be to aid the students of Hoffman Trails Elementary by providing support for their educational and recreational needs and to promote open communication between administrators, teachers and parents.
- III. Membership:** All parents and legal guardians of students who currently attend Hoffman Trails Elementary and all current faculty and staff of Hoffman Trails Elementary shall be considered members of the PTO. Members shall have the right to attend and participate in all meetings and activities of the organization including the right to vote and hold office. Membership is offered without regard to race, color, creed or national origin.
- IV. Meetings:**
- A. Regular Meetings: Meetings of the PTO shall be held monthly during the school year, the date and time to be approved by the PTO at the first meeting of the school year.
 - B. Special Meetings: Additional meetings of the PTO may be called by vote of the executive Board or by petition of a majority of the PTO members. Notice of the time and place of all Special Meetings shall be given at least seven (7) days prior to such meeting.
 - C. Quorum: Those persons present at a properly called PTO meeting shall be designated as a quorum and shall be entitled to take action on behalf of the PTO.
 - D. Voting: A majority vote of the PTO members present at any meeting shall be required for all action to be taken by the PTO.
- V. Officers:**
- A. Positions: The officers of the PTO shall consist of a President, Vice President, Treasurer, Secretary, Hilliard InterSchool Parent-Teacher Organization (ISPTO) Representatives (Two to be elected), and a Hilliard InterSchool Parent-Teacher Organization (ISPTO) Alternate Representative (Optional). All officer positions as described in this section may be held by one person or may be jointly held by two individuals.
 - B. President: The President shall be the principal executive officer of the PTO and, subject to the direction of the Executive Board and the direction of the PTO membership, shall in general supervise and facilitate all the activities of the PTO. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the PTO. The President shall only vote in the case of a tie in a vote of the Executive Board or the PTO membership.

- C. Vice President: The Vice President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice President shall perform such other duties as are assigned by the President or the Executive Board.
- D. Treasurer: The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization and shall receive and give receipts for monies due and payable to the PTO from all sources and shall deposit said funds in such banks or other organizations as are selected by the Executive Board. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from the receipt of the funds and/or orders of payment. The Treasurer shall keep a full and accurate account of all receipts and expenditures as required by Ohio Revised Code. The Treasurer shall make disbursements as authorized by the President, Executive Board, or PTO in accordance with the budget adopted by the membership. The Treasurer shall present a written financial report at each PTO meeting and at other times as requested by the Executive Board. The Treasurer is responsible for filing all necessary tax related documents in a timely manner.
- E. Secretary: The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the PTO and the Executive Board, attend to all correspondence, and shall perform such other duties as may be delegated by the Executive Board or action of the PTO. The Secretary shall maintain a current copy of the PTO Bylaws. The Secretary shall request and collect committee folders from all chairpersons for reference in subsequent years.
- F. Hilliard InterSchool Parent-Teacher Organization (ISPTO) Representative: Representatives (or their Alternate) shall attend the meetings of the Hilliard InterSchool Parent-Teacher Organization (ISPTO) and shall report on the meeting to the PTO and Executive Board.

VI. Elections:

- A. Procedure: The election of officers shall take place during the April PTO meeting. The Nominating Committee shall present a slate of officers for election. Further nominations may be received from the floor. Provisions shall be made for the casting of absentee ballots in advance of the April meeting.
- B. Term of Office: The term of each officer shall be one (1) year, beginning on July 1 and ending on June 30 of the following year. A person may be elected to the same or other position for more than one term; however an individual shall not be eligible to serve more than two (2) consecutive terms in the same office.
- C. Nominating Committee: The Nominating Committee shall collect candidate names for each office to be filled. The Nominating Committee will design and distribute a nomination form that will be made available to all PTO members before February 28th, with the close of the nomination process ending on the last Friday prior to the March PTO meeting. The Nominating Committee shall be responsible for collecting the nominations and for confirming the intent to run with each possible candidate whose name is submitted. Only those individuals who have signified their intent to serve if elected shall be eligible for or elected to such offices. Said committee shall make a preliminary meeting report of the nominees at the March meeting of the PTO.

- D. Selection: Each position shall be filled by a majority of the votes cast by the PTO members present at the April PTO meeting, as well as any absentee ballots. Absentee ballots must be received by the start of the April PTO meeting. Votes shall be counted and verified by at least two nominating committee members.
- E. Vacancies: Any vacancy in office because of death, resignation, or inability to serve shall be filled by a person elected by majority vote of the remaining members of the Executive Board, pursuant to a Special Meeting. However, should a vacancy occur in the office of the President, the Vice President shall immediately assume office.
- F. Special Elections: At any time during the term of office, if any officer requests additional help, a special election can be called to vote for a co-officer. Such request will be announced at a regularly scheduled meeting. Nominations for the position will be taken from the floor and voted on at the next regular meeting.

VII. Executive Board:

- A. General Powers: The affairs, activities and operation of the PTO shall be facilitated by the Executive Board. The Executive Board shall transact necessary business during intervals between PTO meetings and such other business as may be referred to it by the membership or these Bylaws. It may create special committees, present reports and recommendations at PTO meetings, prepare and submit a budget to the membership for approval and in general conduct business and activities of the PTO.
- B. Membership: The membership of the Executive Board shall consist of the President, Vice President, Treasurer, Secretary, two (2) Hilliard InterSchool Parent-Teacher Organization (ISPTO) Representatives and/or alternate, the school principal and three (3) members elected at-large from the general membership.
- C. Meetings: Meetings of the Executive Board shall be held during the year, the time to be established at the first meeting of the year. Special meetings may be called by the President or by a majority of the Executive Board. Adequate notice of all meetings shall be given to all members of the Executive Board and, in the absence of an emergency, at least seven (7) days in advance. When possible, notice of the meetings should be announced to all PTO members. Any member may attend a meeting of the Executive Board, but shall not be entitled to vote on matters before the body.
- D. Quorum: A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.
- E. Voting: The act of the majority of the members of the Executive Board present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Board.

VIII. Standing and Special Committees:

- A. Nominating Committee: The Nominating Committee shall be composed of three (3) PTO members who shall be selected by the Executive Board no later than the January PTO meeting. The Committee shall carry out its responsibilities as specified in Section VI of these Bylaws.
- B. Other Standing Committees: The Executive Board may establish such other Standing Committees as it deems necessary and advisable. The President shall facilitate the appointment of the chairpersons of all Standing Committees. The

chairperson of each committee may recruit the members for his or her committee. The chairperson shall report the plans and activities of the committee to the general membership of the PTO, which must approve all such reports.

- C. Special Committees: The President and/or Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or on June 30 of each year whichever occurs first. The President shall facilitate the appointment of chairpersons to all special committees. The chairperson shall report the plans and activities to the PTO, which must approve all such reports.

IX. Finances:

- A. Budget: The Executive Board shall present to the membership at the first PTO meeting of the year a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of PTO during the year. Any substantial deviation from the budget must be approved in advance by the PTO.
- B. Obligations: The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the PTO. The officers shall not have authority, however, to enter into such agreements on behalf of Hoffman Trails Elementary nor should they hold themselves out as having such authority.
- C. Loans: No loans shall be made by the PTO to its officers or members.
- D. Commercial Paper: All checks, drafts or other orders for the payment of money on behalf of the PTO shall be signed by two (2) authorized signatories for all checks written for an amount greater than \$500.00. Amounts \$500.00 and below will require only one signature. No two (2) relatives or members of the same household may jointly authorize any disbursement.
- E. Debit card: A debit card may be obtained based on agreement between the President and Treasurer, if not relatives or members of the same household. Debit card use is limited to specified amounts for items part of the approved annual budget or as otherwise authorized by the Executive Board or by vote of the PTO membership at a PTO meeting. Documentation of any debit card purchases must be submitted to the Treasurer within 7 days of the purchase.
- F. Financial Report: The Treasurer shall present a financial report at each PTO meeting and shall prepare a final report at the close of the year. The Executive Board shall have the report and the accounts examined annually by an auditor or an informal audit committee, who, if satisfied that the Treasurer's annual report is correct shall sign a statement of that fact at the end of the report.
- G. Liability: The elected officers and members of the Executive Board shall not be personally liable for debts, liabilities or other obligations of the Hoffman Trails PTO.
- H. Authorized Signatories: The authorized signers for all financial accounts shall be any two of the following individuals: Treasurer, President and Vice President.

X. Parliamentary Authority:

- A. The Secretary shall not be required to read the minutes aloud from the previous meeting provided a written copy of those minutes are available to every member present at the current meeting.

- B. Roberts Rules of Order Newly Revised shall govern the PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

XI. Amendments:

- A. These Bylaws may be amended at any open meeting of the PTO by a two-thirds (2/3) vote of the members present and voting, provided the notice of the proposed amendments shall have been given at the previous meeting of the PTO.
- B. A committee may be appointed to submit a revised set of Bylaws as a substitute for these Bylaws only by a majority vote at a meeting of the PTO or by a majority vote of the Executive Board.
- C. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, such provision or portions shall be deleted, but the remaining provision and portion of these Bylaws shall be unaffected by such holding.

XII. Basic Policies:

- A. The PTO shall be noncommercial, nonsectarian and nonpartisan. The PTO is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. The name of the PTO or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the PTO.
- C. No substantial part of the activities of the PTO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PTO shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX, Section A – Basic Policies hereof.
- E. Notwithstanding any other provision of these articles, the PTO shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- F. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of this PTO, the remaining assets shall be distributed to Hoffman Trails Elementary School. If Hoffman Trails Elementary School ceases to exist, remaining PTO 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 state or local government for a public purpose.

XIII. Conflict of Interest Policy

A. The purpose of the conflict of interest policy is to protect the Hoffman Trails Elementary Parent Teacher Organization, herein referred to as the HTE PTO, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the HTE PTO 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.

B. Definitions

1. Interested Person: Any officer, board member, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family: an ownership or investment in any entity with which the HTE PTO has a transaction or arrangement; a compensation arrangement with the HTE PTO or with any entity or individual with which the HTE PTO has a transaction or arrangement; or a potential ownership or investment interest in, or compensation agreement with, any entity or individual with which the HTE PTO 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 Article XIII, Section C-2, a person who has a financial interest may have a conflict of interest only if the HTE PTO's Executive Board (EB) decides that a conflict of interest exists.

C. Procedures

1. 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 HTE PTO's EB.

2. 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 EB meeting while the determination of a conflict of interest is discussed and voted upon. The remaining EB members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the EB 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 President of the EB shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the EB shall determine whether the HTE PTO 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.

- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the EB shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the HTE PTO's best interest, for its own benefit, and whether it is fair and reasonable.

4. Violations of the Conflict of Interest Policy

- a. If the EB 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 under the circumstances, the EB determines the member has failed to disclose an actual or possible conflict of interest, it shall take the appropriate corrective action.
- D. Records of Proceedings: The minutes of the EB meetings and all committees with EB delegated powers shall contain the names, nature of the financial conflict, and all other documentation relating to the discussion and action taken regarding the potential conflict of interest.
- E. Compensation: No voting member of the EB may vote on matters pertaining to his/her compensation, whether compensation is directly or indirectly received from the HTE PTO. Members of the EB are also prohibited from providing information to any committee regarding compensation.
- F. Annual Statements: Each EB member and member of a HTE PTO committee with governing board delegated powers shall annually sign a statement which affirms such person: has received a copy of the conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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Re-adopted: September 9, 2002 – Added section VI – F

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