

Randolph Middle School PTO Bylaws

Originally Adopted _____, 2012

Article I

Name

The name of this parent-teacher PTO is:

Randolph Middle School PTO ("RMS PTO")

Located at 4400 Water Oak Road, Charlotte, North Carolina 28211.

EIN Number: 45-531-6620

This PTO is not affiliated with any local, state or national PTOs.

Article II

Purpose

Sec. 1. The purpose of the Randolph Middle School PTO is to support the students, staff, and parents of Randolph Middle School. The purpose is accomplished through conferences, committees, projects and programs; and are governed and qualified by the basic policies set forth in Article III.

Sec. 2. The PTO is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code (hereinafter "Internal Revenue Code").

Article III

Basic Policies

The following are the basic policies of the Randolph Middle School PTO:

- a. The PTO shall be noncommercial, nonsectarian, and nonpartisan.
- b. The PTO shall work with the school to provide quality education for all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the boards of education, state education authorities, and local education authorities.
- c. The PTO shall work to promote the health and welfare of students and shall seek to

promote collaboration between parents, students and staff.

- d. No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, directors, trustees, or officers or other private individuals except that the PTO shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance set forth in Article II 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 (i) by an PTO exempt of federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (ii) by an PTO, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.
- f. Upon the dissolution of this PTO, after paying or adequately paying for the debts and obligations of the PTO, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or PTOs which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- g. The PTO or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing and distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- h. The PTO or members in their official capacities shall not endorse a commercial entity or engage in activities not related to the purposes of this PTO.
- i. Each officer, board member, or committee chair shall be a member of the PTO.
- j. Only members of the PTO who have paid their dues for the current membership year may participate in the business of the PTO.
- k. Voting by proxy is allowed only under the following conditions:
 - (1) the member gives at least five (5) days advance written notice of an expected absence from a meeting along with proper identification;
 - (2) The member is in good standing;
 - (3) The member clearly states his or her vote on each motion.
- l. The PTO shall keep such permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the PTO. A financial audit shall be conducted within two months of the close of the PTO's fiscal year.

Article IV

Membership and Dues

Sec. 1. Membership in the PTO shall be made available without regard to race, color, creed, or national origin.

Sec. 2. Each member of the PTO shall pay annual dues to the PTO as may be prescribed or set by the PTO or Executive Board. PTO members may join as a family or as individuals, with membership rates as determined by the PTO. Each officer, board member, or committee chair shall be a member of the PTO by the October meeting, or October 31st if no PTO meeting occurs in October. Noncompliance will result

Sec. 3. The membership year of this PTO shall begin on July 1 and end on the following June 30.

Article V

Officers and their Election

Sec. 1. Each officer of this PTO must be a member of the PTO.

Sec. 2. Nominating Committee

- a. There shall be a nominating committee comprised of at least 3 members who shall be elected by the Executive Committee prior to the election of officers. The committee shall elect its own chairman.
- b. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees at the regular PTO meeting in May, at which time additional nominations may be made from the floor.
- c. Only those persons who have signified their consent to serve if elected shall be nominated or elected to such office.
- d. Neither the president of the PTO nor the principal of the school shall be a member of the nominating committee.

Sec. 3. Officers and their Election

- a. The officers of this PTO shall consist of a president (or co-presidents as more particularly below), president-elect, secretary, treasurer and assistant treasurer.
- b. Officers shall be elected at the regular meeting of the PTO in the month of May. If there is one nominee for an office, election may be by voice vote. However, if there is more than one nominee for any office, election for that office must be by ballot.
- c. An officer shall assume his/her official duties on July 1 and shall serve for a term of one year or until his/her successor is elected.
- d. The treasurer and secretary shall serve only three consecutive terms in the same office.
- e. The president-elect is elected for two years: the first year as president-elect and then to succeed the president at the end of his/her term. No election for president is held. In the event that the president's office becomes vacant then the president-elect may fulfill the remaining term of president and continue for an additional year ending June 30, of the second successive year.
- f. The president shall serve for at minimum of one (1) year unless provided for as in Article V, section 3(e) above. At the discretion of the Executive Committee, a co-presidency may be created, with each co-president to be nominated, elected and serve in dual roles performing the same duties as a single president.

Sec. 4. Vacancies

A vacancy occurring in any office, with the exception of president, shall be filled for the unexpired term by a person elected by a majority of the remaining members of the Executive Board.

Article VI

Duties of Officers

Sec. 1. President: The president shall preside at all PTO meetings; shall perform such other duties as may be prescribed by these bylaws or assigned to her/him by the executive board/committee; shall be a member ex officio of all committees except the nominating committee; and shall coordinate the work of the officers and committees of the PTO in order that the Purposes may be promoted.

Sec. 2. President-Elect: The president-elect shall act as aide to the president and shall perform the duties of the president in the absence of the president or the inability of the president to serve. The president-elect shall become the president at the end of her/his one year term.

Sec. 3. Secretary: The secretary shall record the minutes of all PTO meetings and of the executive board, have a current copy of the bylaws, maintain a membership list, and perform such other delegated duties as may be assigned.

Sec. 4. Treasurer

- a. All monies collected by the PTO belong to the PTO to promote and implement a program of services, projects and other activities approved, adopted and directed by the PTO.
- b. The treasurer shall have custody of the funds of the PTO; shall keep a full and accurate account of receipts and expenditures; and in accordance with the annual budget adopted by the PTO (the "Budget"), shall make disbursements as authorized by the president, executive committee/board, or general membership. Checks or vouchers must be signed by two persons, the treasurer and one other officer. The treasurer shall present a financial statement at every meeting of the PTO and at other times when requested by the executive committee/board. Any reimbursement requests shall be accompanied by sufficient written documentation, signed by the President, President- Elect or the Principal of RMS.
- c. The treasurer's accounts shall be examined annually by an auditor or audit committee of not less than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The audit committee shall be selected by the executive committee/board. There shall be no more than Nine (9) signatories from the PTO on the accounts.

- d. The treasurer shall be responsible for filing any required tax forms within five months of the end of the PTO's fiscal year.

Sec. 5. Assistant Treasurer:

The Assistant Treasurer shall aid the Treasurer as to all duties described in Sec. 4 above as well as serve as treasure in the absence of the Treasurer at Meetings or when otherwise necessary to act in that capacity.

All Officers shall:

- a. Perform the duties outlined in these bylaws and those assigned by the executive board/committee or the PTO.
- b. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books and other materials pertaining to the office.

Article VII

Executive Board

Sec. 1. The affairs of the PTO shall be managed by the executive board in the intervals between general membership meetings.

Sec. 2. Each board member shall be a member of the PTO.

Sec. 3. a. The executive board shall consist of the elected officers of the PTO, the chairmen of the standing committees, a faculty liaison appointed by the executive board and the principal or a representative appointed by him/her.

- b. The president may appoint a parliamentarian, subject to the approval of the officers of the PTO.

Sec. 4. The duties of the executive board shall include, but not be limited to the following:

- a. To transact necessary business in the intervals between general PTO meetings.
- b. To create standing and special committees.
- c. To approve plans of work of the standing committees.
- d. To present a report at regular meetings of the PTO.
- e. To approve routine bills and special projects within the limits of the Budget and any surplus funds available to the PTO and approve the spending of surplus funds if such

exist.

Sec. 5. Regular meetings of the executive board shall be held during the school year, the time to be fixed by the board at or before its first meeting of the year. A majority of the executive board members shall constitute a quorum. Special meetings of the executive board may be called by the president with three days advance notice to the other board members.

Article VIII

Executive Committee

Sec. 1. The executive committee shall consist of the elected officers of the PTO.

Sec. 2. The duties of the executive committee shall be to transact emergency business in the interval between executive board meetings.

Sec. 3. The majority of the executive board shall constitute a quorum.

Sec. 4. Meetings of the executive committee shall be held as needed.

Article IX

Committees

Sec. 1. Only members of the PTO shall be eligible to serve in any elective or appointive positions.

Sec. 2. The executive board may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the PTO. The term of each committee chair shall be one year or until the selection of a successor.

Sec. 3. Special committees and their members shall be formed by the executive board as needed.

Sec. 4. The president shall be an ex officio member of all standing committees except the nominating committee.

Article X

Membership Meetings

Sec. 1. Regular meetings of the general membership of the PTO shall be held no fewer than Three (3) times a year with an annual meeting in May.

Sec. 2. A special meeting may be called by the president, with three days notice given.

Sec. 3. Fifteen members shall constitute a quorum for the transaction of business in any regular membership meeting.

Article XI

Fiscal Year

The fiscal year shall begin on July 1 and end on June 30.

Article XII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the PTO in all cases in which they are applicable and in which case they are not in conflict with these bylaws.

Article XIII

Amendments

These bylaws may be amended at any regular or special membership meeting by a two-thirds vote of those present and voting, provided that Fifteen (15) days notice of the vote on the proposed amendment has been given. The amendment shall become effective on the date it is passed.

I verify that these bylaws were adopted by the general membership of the PTO on:

(date) _____

President _____ (print)

_____ (signature)

Date: _____

Randolph Middle School PTO Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt PTO's (PTO) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the PTO or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace the applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable PTOs.

Article II

Definitions

Sec. 1. 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.

Sec. 2. Financial Interest

- a. An ownership or investment interest in any entity which the PTO has a transaction or arrangement,
- b. A compensation agreement with the PTO or with any entity or individual with which the PTO 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 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 III, Section 2, 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.

Article III

Procedures

Sec. 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 directors or members of the committee with governing board delegating powers considering the proposed transaction or arrangement.

Sec. 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 governing board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Sec. 3. 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 conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee member to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the 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 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 PTO'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.

Sec. 4. 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 the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of 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 persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the PTO 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 PTO 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 PTO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy,
- d. Understands the PTO 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.

Article VII

Periodic Reviews

To ensure the PTO operates in a matter 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 the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management PTOs conform to the PTO'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 in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the PTO 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 periodic reviews are conducted.

I verify that the Conflict of Interest policy was adopted by the general membership of the PTO on:

(date) _____

President _____ (Print)

_____ (Signature)