Article I - Name The name of the organization shall be Farmington Central Elementary School (FCES) PTO.

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at FCES by fostering relationships among the school, parents, teachers, & farmer community.

Article III – Membership

Any parent, guardian, or other adult standing in loco parentis for a student currently enrolled at FCES are eligible to be a member. The principal and any teacher employed at FCES are eligible to be a member. Members consist of elected officers, committee chairs and committee volunteers. All members have voting rights. Members have one vote per household.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a president, vice president, secretary, treasurer and teacher representative. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

a. President. The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal. Will also coordinate the work of all 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. The vice president shall also oversee the committees of this organization.

c. Secretary. The secretary shall keep all the records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the members. The secretary also keeps a copy of the minute's book, bylaws, rules, membership list, and any other necessary supplies, and brings them to every meeting.

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 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.

f. Teacher Representative. The Teacher Representative shall communicate and interact regularly with FCES staff. Will share any concerns or requests from FCES staff with the PTO, and be responsible to report back to the FCES staff on relevant outcomes from PTO meetings.

g. **Communication Coordinator.** The Communication Coordinator shall oversee all communication efforts between the PTO and parents to ensure we engage and communicate with the school community as needed, and when opportunities for involvement arise. Publishes the monthly newsletter and Facebook/Parent Square communication with families.

Section 2. Eligibility. Once elected all officers must attend a minimum of 6 out of 10 meetings. Virtual or Phone is acceptable.

Section 3. Nominations and Elections. Elections will be held at the second to last meeting of the school year- In April. At the meeting, nominations may be made from the floor. Voting shall be made by voice, if more than one person is running for an office, a ballot vote shall be taken.

Section 4. Terms of Office. Officers are elected for one (1) year terms every April.

Section 5. Removal from Office. Officers can be removed from office with cause by a two-thirds vote of those present (Assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. 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 meetings.

Article V – Meetings

Section 1. Regular Meetings. The regular meeting of the organization will be held once a month at the Farmington Elementary Library. If a meeting needs to be changed, a 24 hours' notice must be provided.

Section 2. Special Meetings. Special meetings may be called by the president, any two (2) members of the executive board, or four (4) general members by submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 5 days prior to the meetings, by flyer and phone calls.

Section 3. Annual Meetings. The annual meeting will be held at the April regular meetings. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. The quorum shall be three (3) members of the organization.

Section 5. Notification of Meetings. The secretary will notify the members of the meetings via Message/ Email at least one week prior to the meeting.

<u>Article VI – Executive Board</u>

Section 1. Membership. The Executive Board shall consist of the officers, principal, committee chairs, and a teacher liaison.

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

<u>Article VII – Committees</u>

Section 1. Membership. Committees may consist of general members and board members. With a committee chair for each committee.

Section 2. Standing Committees. The following committees shall be held by the organization: Audit

Section 3. Additional Committees. The board may appoint additional committees as needed.

<u>Article VIII – Finances</u>

Section 1. A tentative budget shall be drafted in spring for the following school year and approved at a fall meeting 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 check. Authorized signers shall be treasurer and vice president.

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 6. The fiscal year shall coordinate with the school year.

Section 7. 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 8. Any reimbursements have to be submitted at each regular scheduled meeting for all items in the last 30 days. Reimbursements submitted outside of this time period may not be reviewed or compensated. Reimbursement must have a receipt.

<u>Article IX – Dissolution</u>

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

<u>Article X – Amendments</u>

The 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. Notice may be given by email, hard copy, or text. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XI- 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 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 office, or member of a committee with governing board-delegated powers who have 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 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 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. Procedure for Addressing the Conflict of Interest. i. 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.

ii. 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.

iii. 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. Violation of the Conflict of Interest Policy.

i. 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.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstance, 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 alternative 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 service 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
- Understand that the organization is non- 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 insurance, 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 the periodic reviews are conducted.