Pride of Greenman

Elementary PTO Bylaws

Article I – Name

The name of the organization shall be Pride of Greenman Elementary PTO.

Article II – Purpose

The Organization is organized for the purpose of supporting the education of children at Greenman Elementary by fostering relationships and encouraging community among the school, parents, and teachers.

Article III – Membership and Dues

Section 1. Membership- Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. Any teacher employed at the school may be a member and shall have voting rights.

The principal shall serve as a non-voting advisory member of the organization. Members have one vote per household.

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 at least 1 calendar month before the meeting to be considered a member in good standing with voting rights.

Article IV – Officers and Elections

Section 1. Executive Board

The elected officers of the Organization — President, Vice President, Treasurer, Communications Officer, and Volunteer Engagement Officer — shall collectively serve as the Executive Board, which is the governing body responsible for the management and oversight of the Organization.

Section 2. Officers. The officers shall include but not be limited to a president, vice president, communications officer, treasurer and volunteer engagement officer. 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, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the 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. Communications Officer. The communications officer shall keep all records of the organization, record and save minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The communications officer also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. The communications officer oversees all social media management/communication for the Organization. Finally, the communications officer drafts all communications and publishes for school wide or PTO wide messages.

d. Treasurer.The Treasurer shall receive all funds of the Organization; keep accurate records of receipts, disbursements, and bank account information; pay out funds as authorized by the Executive Board; present a financial statement at each meeting and a full report annually; file the Organization's annual IRS Form 990-N, 990-EZ, or appropriate return as required, as well as any required state filings; maintain public disclosure records in accordance with IRS regulations; retain IRS Form 990 filings for at least three (3) years; retain receipts, financial reports, and supporting documentation for three (3) to five (5) years; and preserve permanent records including the Articles of association, Bylaws, Conflict of Interest Policy, and the IRS Determination Letter indefinitely.

e. Volunteer Engagement Officer. The volunteer engagement officer will oversee the volunteer experience for all events and ensure volunteers are provided the information they need to execute the volunteer position, receive on-site support as needed, and maintain an ongoing line of communication with volunteers for engagement and feedback.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 1 calendar month before the nominating committee presents its slate and has attended at least 1 general member meeting or served as a volunteer during at least two Pride of Greenman events prior to election. Two members of the same household or family cannot serve in an elected office at the same time. In case of a vacancy, an exception may be made for a one-year term by Board approval.

Section 4. Nominations and Elections. Elections will be held at the May meeting of the school year. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. Until a separate nominating committee is formed the nominating committee shall consist of the board members excluding the president. At that April meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken. In the event of a tie, a runoff election shall be held between the tied candidates to determine the winner. If still tied, the vote is tabled until the next scheduled meeting for review and re-vote.

Section 5. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office.

Section 6. Removal/Resignation From Office. Officers can be removed from office with or without cause by two thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given. An Officer wishing to resign from their position shall provide written notice of their resignation to the Board of Directors at least thirty (30) days prior to the effective date of the resignation. In extenuating circumstances, the Board may waive or shorten the notice period by majority vote.

Section 7. 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 no sitting Vice President, an emergency meeting will take place to nominate and vote on the President position to be filled from a member of the

Executive Board, with the exception of the Treasurer and Principal, for the remainder of the position term. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting if they have an interested candidate. The organization may continue to operate with fewer than all officers filled, provided the remaining officers are able to do so.

Article V – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be on the same day and at the same time each month, to be determined by the executive board.

The calendar of regular meeting dates shall be established by the board at the beginning of each school year and approved by the principal, and may be adjusted as needed to avoid school closures, holidays, or other scheduling conflicts.

Section 2. 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 communications officer. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by email.

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

Section 4. Quorum. Quorum for each general meeting shall consist of 3 Officers and an additional 2 voting members.

Section 5. Notification of Meetings. The communications officer will notify the members of the meetings via email within one week of the meeting.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the elected officers and the principal and or vice principal or designated school official. The principal or representative serves as a non-voting advisor. Appointed committee chairs are not members of the Executive Board but may be invited to attend Board meetings in an advisory or operational capacity and as event organizers. Committee chairs do not have voting rights in executive meetings or governing authority.

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.

Section 3. Meetings. Executive meetings shall be held quarterly according to the approved yearly calendar to be determined by the board prior to the school year. The meetings may be adjusted as needed to avoid school closures, holidays, or other scheduling conflicts. Special meetings may be called by any two board members, with 24 hours' notice.

Section 4. Quorum. Quorum for each executive meeting shall consist of 3 Officers.

Article VII – Committees

Section 1. Membership. Committees may consist of general members and board members, with the president acting as an ex officio member of all committees, except the nominating committee.

Section 2. Standing Committees. The following committees shall be held by the organization: Events, Restaurant Nights, Fundraising, End of Year Celebration, Teacher Appreciation Week, and Membership Engagement.

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

Article VIII – Finances

Section 1. A tentative budget shall be drafted by the Treasurer prior to the start of the school year and proposed by the Executive Board. The budget must be approved by a majority vote of the members present at a general membership meeting held in the fall.

Section 2. All organizational expenditures must be included in the approved budget or receive prior approval by the Executive Board.

Section 3. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 4. All checks must be signed by two authorized signers. Authorized signers shall include the President and Treasurer.

Section 5. Debit card transactions may only be made by the President or Treasurer and must be accompanied by proper documentation and reflected in the monthly financial report.

Section 6. The treasurer shall prepare a year-end financial statement, to be reviewed by the Audit Committee or appointed auditor.

Section 7. The fiscal year of the organization shall begin on January 1 and end on December 31.

Section 8. The Treasurer shall ensure that all required federal and state filings are completed annually, including the appropriate IRS Form 990 (990-N, 990-EZ, or 990, as applicable), to maintain the organization's tax-exempt status.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/ standing rules.

Article X – Standing Rules

Standing rules may be approved by the Executive Board, and the communications officer shall keep a record of the standing rules for future reference.

Article XI – Dissolution

Section 1. Authorization of Dissolution.

The Organization may be dissolved upon a two-thirds (2/3) vote of the members present at a meeting where at least 14 calendar days' prior notice has been given. In the event there are insufficient officers or board members to continue operations, the elected Executive Board shall have the sole authority to dissolve the Organization.

Section 2. Distribution of Assets.

Upon the dissolution of the Organization, and after paying or making provision for all liabilities and obligations, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose.

Whenever possible, such assets shall be distributed to Greenman Elementary School, provided it is recognized as a 501(c)(3) organization. If Greenman Elementary School is not eligible, assets shall be distributed to another nonprofit organization operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

Article XII – Amendments

These 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 communications officer. Notice may be given by email. Amendments will be approved by a two thirds vote of those present, assuming a quorum.

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 a transaction or arrangement that might benefit the private interest of an officer or member with decision-making authority, or that 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 board 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:

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 officers 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.

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. Violations 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 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 board's 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 Conflict of Disclosure Statement . Each officer and any member of a committee with board-delegated powers shall annually sign a written statement affirming that they have received a copy of the Organization's Conflict of Interest Policy, have read and understood the policy, agree to comply with the policy, and understand that the Organization is a charitable entity that must engage primarily in activities that accomplish one or more of its tax-exempt purposes under Section 501(c)(3) of the Internal Revenue Code.

The statement shall also provide an opportunity for the individual to disclose any actual or potential conflicts of interest. These completed statements shall be collected annually and kept on file by the Treasurer as part of the Organization's records in accordance with its record retention policy.

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.

Bylaws:Amended on 09/04/2025.