

# Clear Sky Elementary PTO Bylaws

## **Article I – Name**

- A. The name of the organization is the Parent Teacher Organization (heretofore to be called PTO) on behalf of Clear Sky Elementary (heretofore to be referred to as CSE) and is a chapter of The Foundation for Douglas County Schools (heretofore to be called FDCS). The address of the PTO is CSE PTO, c/o Clear Sky Elementary, 1470 Clear Sky Way, Castle Rock, Colorado 80109.
- B. The organization is a nonprofit organization under FDCS's section 501(c)(3) of the Internal Revenue Code.

## **Article II – Purpose**

- A. The CSE PTO will work to form an inclusive sense of community by fostering relationships among the students, families, staff, and local town resources through the organization of social events, school activities, and fundraising. The PTO will enrich the educational and social experience at CSE by providing positive, fun, family-focused opportunities and events.
- B. Objectives
  - a. To promote effective communication between parents/guardians, the school staff, and the community.
  - b. To serve in an advisory capacity at the discretion of the school administration or at the request of other entities.
  - c. To support instructional programs through the organization of fundraising and community service activities.
- C. Fundraising
  - a. The PTO raises money for and/or to support many great resources for CSE. Such support and resources may include but are not limited to contributions for smart boards, iPads, science and math materials, PBL projects, library books, and teacher grants.
  - b. The PTO raises funds through major fundraisers, restaurant family nights, rewards/loyalty programs, and other opportunities throughout the year.
  - c. The Executive Board will decide how the fundraising efforts will be used at and around CSE.
- D. Other
  - a. On the basis of future decisions from the administration and the PTO Executive Board, amendments may be made if a new direction is proposed.
  - b. The PTO may cooperate with other organizations and agencies providing its representative(s) makes no commitment that binds the PTO. In order to create a binding relationship, approval is needed by a majority of the Executive Board.

## **Article III - Policies**

- A. The PTO Executive Board will schedule General Meetings for the entire PTO membership (referred to as General Meetings) and Executive Board Meetings (to be held with the Principal, and/or any other staff member deemed necessary for informational purposes).
- B. The PTO shall seek to assist administrative activities of the school and support its policies and goals.

#### **Article IV – Members**

- A. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a PTO Member and shall have voting rights and privileges in the General Meetings.
- B. The Principal and any staff employed at the school may be a PTO Member and have voting rights and privileges in the General Meetings.
- C. No dues shall be required for membership.

#### **Article V – Officers, Board Members, and Committee Members**

- A. The Officers of the Executive Board shall be as follows: President, Vice President, Treasurer, and Secretary.

- a. President (serves 2-year term) - Such responsibilities may include but are not limited to:
  - i. Preside over meetings of the organization and Executive Board
  - ii. Facilitate PTO meetings using the current Robert's Rules of Order procedures and guidelines
  - iii. Assist in preparing meeting agendas
  - iv. Serve as the primary contact for the Principal and staff
  - v. Attend or delegate a representative to FDCS meetings
  - vi. Represent the PTO at meetings outside the organization when required
  - vii. Call Special General Meetings in conjunction with the Principal when required
  - viii. Assist with the annual report, budget coordination, and bylaws maintenance
  - ix. Assure all reporting required by the FDCS is accomplished
  - x. Assist in maintaining the PTO calendar in conjunction with CSE
  - xi. Approve, and obtain approval from the Principal, as needed, for all PTO related materials before distributing
  - xii. Responsible for marketing and communication on behalf of the PTO; such responsibilities may include but are not limited to notice of meetings and activities, newsletter, e-blasts, PTO website, PTO social media, etc., and may be delegated as needed
  - xiii. Coordinate, assist, and/or oversee the work of all the Officers and committees so the purpose of the organization is served
  - xiv. Facilitate discussion in May with the outgoing and incoming Executive Board regarding PTO events and fund distributions for the following year to be approved by the Executive Board
  - xv. Assist with event sponsorships when requested
  - xvi. Has Executive Board voting privileges
- b. Vice President (serves 1-year term) - Such responsibilities may include but are not limited to:
  - i. Assist the President and carry out the President's duties in his or her absence or inability to serve or to be present at a meeting
  - ii. Solicit and appoint Committee Chairpersons and encourage committees' duties, needs, and wants
  - iii. Organize, oversee, and schedule PTO events which may include but are not limited to restaurant family dinners, Holiday Gift Shop, Box Tops, community events such as Fall Festival, etc.
  - iv. Meet with the appropriate vendors supporting the PTO efforts
  - v. Provide information and descriptions to Executive Board for voting purposes of fundraising

- vi. Has Executive Board voting privileges
- d. Secretary (serves 1-year term) - Such responsibilities may include but are not limited to:
  - i. Attend all meetings; record and post meeting minutes
    - 1. Publish General Meeting minutes
    - 2. Publish Executive Meeting minutes
    - 3. Forward copies of the Executive Meeting minutes to the FDCS Program Coordinator
    - 4. Keep a list of General Meeting attendees
  - ii. Make minutes available to PTO Members prior to next meeting for approval or approval with revisions
  - iii. Oversee new family emails to introduce the PTO organization
  - iv. Assist President with bylaw revisions
  - v. Has Executive Board voting privileges
- e. Treasurer (serves 2-year term) - Such responsibilities may include but are not limited to:
  - i. Receive and handle 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 and FDCS policies.
  - ii. 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
  - iii. Work in conjunction with CSE bookkeeper and Principal with ordering and executing PTO grants
  - iv. Attend all FDCS meetings (2/year)
  - v. Has Executive Board voting privileges
- f. Member at Large (serves 1-year term) - Such responsibilities may include but are not limited to:
  - i. Up to four (4) members to sit on the Executive Board but do not hold Executive Officer positions
  - ii. If more positions are deemed necessary, the Executive Board will vote on those additions prior to the annual election
  - iii. Must hold a Committee Chairperson position
  - iv. Has Executive Board voting privileges
- g. School Principal (heretofore to be called Principal; serves continuously) - Such responsibilities may include but are not limited to:
  - i. Represents CSE as a liaison between the PTO and the CSE school community
  - ii. Works within the best interest of CSE and its staff
  - iii. Can appoint the Vice Principal to represent in the absence of the Principal
  - iv. Has Executive Board voting privileges
- h. Committee Chairpersons (serves as needed) - Such responsibilities may include but are not limited to:
  - i. Position is appointed/assigned and is not part of the Executive Board election process
  - ii. Organize, coordinate, and report specific assigned committee activities
  - iii. Maintain a working knowledge of committee activities
  - iv. Present an outline of events and needs to the Executive Board when requested
  - v. Complete an event report for each chaired activity when requested
  - vi. Report to assigned Executive Board member as requested
  - vii. Report the progress of their committee when called upon in General Meetings

- viii. Record committee activities throughout the year
- ix. Make a final, written report at the end of the term to be presented to the successor, with a copy to the Executive Board when requested
- x. Does not have Executive Board voting privileges

#### **Article VI – Committees**

- A. Committees may consist of members and Executive Board members with the President acting as an ex officio member of all committees.
- B. Committee members and chairpersons are open to any PTO Member.
- C. The Executive Board may appoint additional committees as needed.
- D. All committee chairpersons shall report to their pre-designated contact.

#### **Article VII - Nominations and Elections**

- A. The Nominations Committee shall consist of the current President (if not currently running), Principal, and an appointed Nominations Committee Chairperson (a member not seeking reelection). A minimum of two (2) members will serve on the Nominations Committee. If officers are seeking reelection and a minimum of two (2) members are not available for the Nominations Committee then the Executive Board will vote for persons to serve on the Committee.
- B. Nominations are solicited in March and will be due by a predetermined date. If the nomination date cannot occur in March due to an unforeseen reason, the Committee will give advance notice of the nomination opening and deadline.
- C. Only candidates who have given consent to serve will be placed on the slate and subsequently the ballot.
- D. A final slate of candidates will be announced two (2) weeks prior to the election.
- E. Any member of the PTO membership is eligible to vote in the annual election if a parent or guardian of the household has attended at least one (1) General Meeting throughout the current school year.
- F. Elections will occur at the April General Meeting via written ballot and in person. Ballots to be counted by the Principal and Nominations Committee Chairperson and verified by the Nominations Committee members. Results to be announced prior to the commencement of the April General Meeting. If results cannot be announced in the meeting due to some unforeseen reason, the Nominations Committee Chairperson will personally contact each nominee with the election results, and written notification will then be forwarded school wide.
- G. Transition of new Executive Board members to occur at the last Executive Meeting of the school year. Responsibilities for each position will be assigned and reiterated.
- H. Eligibility for running for a PTO Executive Board position
  - a. Any parent of a student currently enrolled at CSE.
  - b. Previous and current board members are eligible to seek (re)election as long as they have not been previously removed from a previous Executive Board position.
  - c. If a previous board member who has been removed from the Executive Board wants to rerun for office, they must wait for one (1) calendar year starting from the time they were removed from office and they must be approved in-advance by a majority vote of the current Executive Board.
- I. If there is a position that remains unfilled after elections, the President can assign temporary responsibilities to a PTO Member until the next annual election can be held. The Executive Board must approve this assignment by a majority vote.

### **Article VIII - Terms of Office and Clarification**

- A. Officers are elected for one (1) or two (2) year terms and may serve no more than two (2) consecutive terms in the same office. An exemption for running for consecutive terms include no other persons running for an open position or otherwise voted by the Executive Board in advance of the elections.
- B. Each person elected shall hold only one (1) office at a time.
- C. It is recommended that any persons running for the position of President, Vice President of Fundraising, and Treasurer have served a minimum of one (1) term on the Executive Board. This recommendation is made since many of these responsibilities are carried over from year to year and previous experience is important.

### **Article IX - Resignation & Vacancies**

- A. Should a committee or Executive Board Member choose to resign before their term is over, they must give written notice to the Executive Board. In the next Executive Meeting, the Executive Board will vote to accept the resignation. Once the resignation is voted and approved, the resigning member's term is officially over. The President can then assign temporary responsibilities to a PTO Member until the next election is held. The Executive Board must approve this assignment by majority vote.
- B. If there becomes a vacancy in the position of the President, the Vice President of Communications will step-up to fill the vacancy until the next election is held.
- C. If the Vice President of Communications is unable to step-up to fill the vacant role of President then the Vice President of Fundraising will step-up to fill the role until the next election is held.
- D. If agreed to by unanimous vote of the Executive Board, the Vice President of Communications and the Vice President of Fundraising can co-chair the vacant role of President until the next election is held.
- E. If any other Executive Board positions are or remain open and are not filled accordingly, positions can be filled by the President, or person stepping in to the temporary role of President, until the next election is held.

### **Article X - Removal From Office**

- A. To remove a person from the Executive Board, the Executive Board must
  - a. Give fifteen (15) days written notice of the "hearing" by the Executive Board, to the board members, and to the person being considered for removal.
  - b. Include reasons in the written notice for the proposed removal
  - c. Give the Officer being removed an opportunity to address the Executive Board either orally or in writing
  - d. Vote not less than five (5) days following the "hearing"; a two-thirds (2/3) majority vote of the Executive Board shall be sufficient to remove the Officer from their position
  - e. Record in the minutes and include the number of members voting in favor and against such removal
  - f. Notify the Officer being removed in writing within five (5) days of the vote
- B. If an Officer is voted to be removed from office, all PTO related items must be returned to the Executive Board within seven (7) calendar days of the vote. PTO related items cannot be tampered with prior to their return.

## **Article XI – Meetings & Voting**

### **A. General Meetings**

- a. General Meetings are open to all members of the PTO.
- b. General Meetings dates of the PTO shall be determined and published by the Executive Board. These meeting dates are decided in advance, but are subject to change due to unforeseen circumstances.
- c. Meeting dates will be posted by the school, by the PTO, and will also be announced via e-blasts, flyers, and other communication means when possible.
- d. Meetings to start at 6:30pm at the announced location within the school unless otherwise publicized.
- e. Minutes of the General Meetings will be kept by and made available by the Secretary.

### **B. Executive Meetings**

- a. Executive Meetings are only open to the Executive Board and Principal. Other staff members or special guests may attend when invited by the Executive Board.
- b. Executive Meeting dates of the PTO shall be determined in advance by the Executive Board. These meeting dates are decided in advance, but are subject to change due to unforeseen circumstances.
- c. Meetings to start at 5:00pm at the announced location unless otherwise publicized.
- d. Minutes of the Executive Meetings will be kept by and made available by the Secretary. Minutes of the Executive Meeting are available to the Executive Board and Principal only.
- e. If a member of the Executive Board shall be absent for more than three (3) meetings, the Executive Board can vote to remove the board member per the guidelines above.

### **C. Special General Meetings**

- a. Special General Meetings may be called by the President or any two members of the Executive Board by submitting a written request to the Secretary when a meeting cannot be held on the previously scheduled meeting date.
- b. Notice of the Special General Meeting shall be sent to the PTO Members at least fourteen (14) days prior to the meeting.
- c. Special General Meeting dates will be posted by the school, by the PTO, and will also be announced via e-blasts, flyers, and other means possible.

### **D. Quorum & Voting**

- a. A quorum is the smallest number of people who must be present at a meeting in order for decisions to be made
- b. In a General or Special General Meeting, the general membership shall constitute a quorum.
- c. A simple majority vote of the membership present at the General or Special General Meeting is required for passage of any voting issue.
- d. In an Executive Meeting, a quorum sufficient to transact business shall be defined as a majority vote of Executive Board members. If an Executive Board member wants to vote but will be absent from the meeting, they can call-in or Facetime their vote.
- e. Only Executive Board members vote at Executive Board meetings.
- f. Executive Board members may abstain from voting at anytime.
- g. Alternative voting methods may be utilized as deemed necessary by the President and Principal.
- h. Major fundraisers will be voted on and approved by the Executive Board by a majority vote.

- i. Changes to the current bylaws can be made with a two-thirds (2/3) majority vote of the Executive Board.
- j. Yearly operating budgets will be voted on and approved by the Executive Board.

### **Article XII – Finances**

- A. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the Executive Board and the PTO Members present at the first General Meeting.
- B. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.
- C. The Executive Board shall review all expenses of the organization.
- D. The Treasurer shall prepare a financial statement at the end of the year to be reviewed by the Executive Board.
- E. 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.
- F. The FDACS determines the fiscal school year which typically runs July 1 - June 30.

### **Article XIII - Fiscal Responsibilities**

- A. The FDACS determines the fiscal school year which typically runs July 1 - June 30.
- B. Each Executive Board shall leave a balance of a minimum of \$5,000 of unrestricted funds to the new Executive Board unless agreed upon unanimously by the Executive Board and Principal prior to the end of the fiscal year.
- C. All money (cash, check, and cash-in-kind) must stay at CSE at all times and can only be removed if in transit to the bank. If cash or cash certificates must be removed in the normal conduction of PTO business (e.g., petty cash for an after-hours event or reimbursement being delivered), the exact amount being withdrawn and the responsibility for the money must be signed for by two (2) members of the Executive Board.
- D. Donations may be received and accepted by the PTO and receipts will be provided when requested.
- E. A baseline budget outlining anticipated annual expenses will be created in collaboration with the Executive Board with the final draft submitted to the Executive Board for review and approval.
- F. The approved budget must be strictly adhered to. Any alternations must be presented to the Executive Board and voted on with a majority vote.
- G. If a purchase request is received for over \$1,000, the Executive Board will decide if it is advantageous for the PTO to obtain additional bids for the purchase or service.
- H. Petty cash:
  - a. A petty cash fund in the amount of \$150 will be kept in the CSE safe for the purpose of reimbursing small out-of-pocket expenses as well as to provide for the ability to make change for cash transactions at school functions.
  - b. All expenditures using petty cash must have original receipts. Copies of receipts may not allowed.
  - c. The funds will be reimbursed through a pay voucher submitted with receipts to FDACS as needed.
  - d. A petty cash form is required when the petty cash fund is used at school functions. This form is used to track the cash balance at the beginning and end of the event and to facilitate the creation of a cash deposit of funds over \$150 for the Treasurer.

#### **Article XIV - Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws. A copy of Robert's Rules of Order can be found online at <http://www.rulesonline.com> and other online resources.

#### **Article XV – Dissolution**

The organization may be dissolved in thirty (30) days and a majority vote of the Executive Board.

#### **Article XVI – Amendments**

- A. These bylaws may be amended at any General or Special General Meeting, providing that previous notice was given in writing prior to the meeting.
- B. Notice may be given by postal mail, email, fax, or other acceptable means of communication.

#### **Article XVII – Conflict of Interest Policy**

- A. The purpose of the Conflict of Interest Policy is to protect the PTO's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer 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.
- B. Definition
  - a. Interested Person: Any Officer or PTO Member 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 with 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.
    - iv. A financial interest is not necessarily a conflict of interest. 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.
- C. 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 Executive board or 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 Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board 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 Executive or General 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 President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the Executive Board 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 Executive Board shall determine by a majority vote of the disinterested persons 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 Executive Board has reasonable cause to believe a PTO Member has failed to disclose actual or possible conflicts of interest, it shall inform the PTO Member of the basis for such belief and afford the PTO 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 Executive Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings: The minutes of the Executive Board 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 Executive Board'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.

E. 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.

- F. 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 impermissible private benefit or an excess benefit transaction.
- G. Use of Outside Experts: When conducting the periodic reviews the PTO may 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.