

**Pueblo Elementary School
Parent Teacher Organization
Bylaws**

Revised February 2011

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**PUEBLO ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION
BYLAWS**

ARTICLE I. NAME AND LOCATION

The name of this organization shall be the Pueblo Elementary School Parent Teacher Organization herein after referred to as the Pueblo PTO. The principal address of Pueblo PTO shall be located at Pueblo Elementary School, 6320 North 82nd Street, Scottsdale, Arizona 85250. Meetings for the organization shall be held at Pueblo Elementary School or at a location, which may be designated by the Executive Officers of Pueblo PTO.

ARTICLE II. ARTICLES OF ORGANIZATION

The Articles of Organization of the Pueblo PTO at this time include the Articles of Incorporation and the bylaws of the said organization. The Certificate of Incorporation is included as Attachment A to these bylaws.

ARTICLE III. PURPOSE OF ORGANIZATION

The PTO is organized for the purpose of supporting the education of the children at Pueblo Elementary School, but fostering relationships among the school, parents and teachers. At no time, does the organization have the right to dictate policies or procedures regarding the philosophy or operation of the school; such policies are directed by the Governing Board of the Scottsdale Unified School District.

ARTICLE IV. BASIC POLICIES

Pueblo PTO basic policies are as follows:

- a. This organization shall be non-commercial, non-sectarian and non-partisan.
- b. The name of the organization or 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 of or for any purpose not appropriately related to promotion of the objectives of the organization.
- c. The organization shall not (directly or indirectly) participate or intervene in any way, including the publishing or redistributing the 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.
- d. The organization shall work with the school to provide a quality education for all children and shall participate in any decision making process when requested by the school or district administration and/or the Governing Board of the Scottsdale Unified School District.
- e. The organization shall not enter membership with other organizations. The organization may cooperate with other organizations and agencies concerned with child welfare, but a representative shall make no commitments that bind the group he represents.
- f. No part of the net earnings of the organization shall benefit or be distributable to its members, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions for reasons as set forth in Article III.
- g. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501c(3) of the Internal Revenue code, or (ii) by an organization contributions to which are deductible under Section 170c(2) of the Internal Revenue code.

- h. Upon the dissolutions of this organization (Pueblo PTO), after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501c(3) of the Internal Revenue code.

ARTICLE V. MEMBERSHIP

Section 1. 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. The principal and any teacher employed at the school may be a member and have voting rights.

Section 2. Membership in the Pueblo PTO shall be made available without regard to race, color, creed, or national origin.

Section 3. 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 14 calendar days before the meeting to be considered a member in good standing with voting rights.

ARTICLE VI. OFFICERS AND THEIR ELECTION

Section 1. Officers. The officers shall be a president, vice president, secretary, and treasurer.

Section 2. Nominations and Elections:

Elections will be held each April, for the following year. The nominating committee shall select a candidate for each office and present the slate at a meeting held at least one month prior to the election. At that 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.

Section 3. Eligibility.

Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. Terms of Office.

Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office, unless no other member runs for said office. Each person elected shall hold only one office at a time.

Section 5. Vacancies.

If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled General meeting, a new vice president will be elected. A vacancy occurring in any other office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board, notice of such election having been given.

Section 6. Removal From Office.

Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 7. Nominating Committee

- a. There shall be a nomination committee composed of three members of the Pueblo PTO who shall be selected by the organization at the General Board meeting at least 45 days before elections. The President and Secretary shall not be eligible to be selected for the nominating committee. This committee elects its own chairperson.
- b. The nomination committee shall nominate an eligible person for each office to be filled and report its nominees at the General Board meeting in March, at which time additional nominees may be made from the floor.
- c. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall:

- a. Preside at all meetings of the Members of the organization and of the Executive Board.
- b. Perform such other duties as may be prescribed in the bylaws.
- c. Meet with the principal of Pueblo Elementary School to schedule meetings and locations for events.
- d. Coordinate with the Co-President (if applicable), Vice President, Co-Vice President (if applicable), Treasurer, and Secretary.
- e. The President shall be an ex-officio member of all standing committees, except the Nominating Committee.
- f. Along with the Treasurer, sign all contracts and obligations authorized by the Executive Board.
- g. Have signing privileges for the current PTO bank account.

Section 2. The Vice President shall:

- a. Act as an aide to the President
- b. Perform the duties of the President in the absence or inability of the President (unless a Co-President has been elected, whereas the Co-President shall automatically become the sole President).
- c. Coordinate the work of the committees so the PTO's goals may be promoted.
- d. Perform such other duties as assigned by the President.

Section 3. The Treasurer shall:

- a. Have custody of all the funds of the organization.
- b. Keep a full and accurate account of receipts and expenditures.

- c. Make disbursements in accordance with the approval of the executive board.
- d. 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 .
- e. Coordinate the appointment of an Audit Committee to review the accounts prior to annual filing of IRS Form 990. The Audit Committee review should occur prior to appointment of a new treasurer, if applicable.
- f. Be responsible for completing and filing the necessary annual paperwork with the Arizona Corporation Commission and the Internal Revenue Service to keep our non-profit status.

Section 4. The Secretary shall:

- a. Record minutes of all meetings of the Organization and the Executive Board
- b. Give notice to all members of the organization of General PTO meetings.
- c. Have a current copy of the bylaws of the organization on file.
- d. Maintain a current membership list.
- e. Perform other delegated duties as assigned by the President.

Section 5. All officers shall perform the duties outlined in these bylaws and those assigned from time to time. Upon the expiration of the term of office or in the case of resignation, each officer shall submit to the President, without delay, all records, books, and other materials pertaining to the office. Funds shall be returned to the Treasurer, without delay.

Article VIII – MEETINGS

Section 1. Regular Meetings.

Regular meetings of the organization shall be scheduled and communicated by the Executive Board prior to the start of the school year. In addition, the executive board shall hold an Annual Meeting for receiving annual reports, electing officers, and conducting other business that should arise. The secretary will notify the members of the meetings via email and posting on the Pueblo PTO website at least one week prior to the meeting.

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 secretary. Previous notice of the special meeting shall be sent to the members at least one week prior to the meeting, by email and posting on the Pueblo PTO website.

Section 3. Quorum.

The quorum shall be 10 members of the organization.

ARTICLE VIII. EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the Officers, principal (and/or principal's representative) and the following appointed positions:

- a. Assistant Treasurer
- b. Homeroom Parent Coordinator
- c. FLI Parent Representative
- d. Volunteer Coordinator

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. Regular meetings shall generally be held monthly, on the same day and at the same time each month, to be determined by the Executive board. Special meetings may be called by any two executive board members, with 24 hours notice.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Section 5. Any two Officer or Executive Board positions listed above may be held by the same person if so elected or appointed, except the offices of President and Secretary.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. The Executive Officers of the organization shall appoint individuals to act as Chairman of the following standing committees: Audit, Nominating, Hospitality and Events (e.g., Pumpkin Patch).

Section 2. Additional Committees. The board may appoint additional committees as needed.

Section 3. The chairperson of each committee shall present a plan of work (including event budget of revenues and expenditures) to the organization for approval. Committee work shall be undertaken with the consent of the organization or the Executive Board.

Section 4. The Volunteer Coordinator shall:

- a. Actively recruit community volunteers to assist on the school campus.
- b. Maintain an accurate list of all volunteers and supply this information to the Secretary.
- c. Assist community volunteers in filing the correct volunteer forms with the Pueblo Elementary School office, ensuring the safety of our students.
- d. Coordinate volunteers to assist with school events, playground assistants, cafeteria aids, library assistants, Service Learning, and FLI Ambassadors.
- e. Report progress to the President.

ARTICLE X. FINANCES

Section 1. A tentative budget shall be drafted in the fall for each school year and approved 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. Any member of the Executive Board may authorize expenditures of up to \$150.

- a. The Executive Board may authorize any expenditure up to \$1000 AND any *budgeted* expenditure of up to \$5,000 with a two-thirds majority vote.
- b. If a two-thirds majority is not reached, a majority of the members in attendance at a General Meeting must authorize the expenditure.
- c. Any unbudgeted request that is over \$1,000 dollars must be authorized by a majority of the members in attendance at a General Meeting.

Section 4. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the president and treasurer.

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

Section 6. 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 7. The fiscal year of this organization shall coincide with the Articles of Incorporation and begin July 1 and end on June 30.

Section 8. The organization is required to leave a minimum balance of \$5,000 in the bank account at the end of the fiscal year.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE XII – STANDING RULES

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

ARTICLE XIII – DISSOLUTION

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

ARTICLE XIV. AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of this organization by at two-thirds vote of the members present.

Section 2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws by a majority vote at a meeting of the organization, or by a two-thirds vote of the Executive Board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Section 3. The Pueblo PTO must review and resubmit these bylaws for approval to the members every three years.

ARTICLE XV – 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 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 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. 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.

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
- Understands that the organization is 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.