

C Pratt Parent-Teacher Organization Bylaws

Article I – Name

The name of this organization is the Pratt Parent-Teacher Organization (“Pratt PTO”), Minneapolis, Minnesota.

Article II – Articles of Organization

The articles of organization include (a) the bylaws of such organization and (b) the articles of association.

Article III – Purposes

Section 1. The Purposes of the Pratt PTO are:

- a. To promote the welfare of children and youth in home, school and community.
- b. To raise the standards of home life.
- c. To secure adequate laws for the care and protection of children and youth.
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental and social education.

Section 2. The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of the Section 501 © (3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter “Internal Revenue Code”).

Article IV – Basic Policies

The following are basic policies of the Pratt PTO:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- c. The organization or members in their official capacities shall not directly participate or intervene (in any way, including the publishing or distribution 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 their activities to attempting to influence legislation by propaganda or otherwise.
- d. The organization shall work with the school and community to provide quality education for all children and youth 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 boards of education, state education authorities, and local education authorities.

- e. No part of the net earnings of the organization shall benefit or be distributed to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.
- f. Notwithstanding any provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code.
- g. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501 (C) (3) of the Internal Revenue Code and whose purposes are similar to those of the Pratt PTO.

Article V – Membership

Section 1. Membership in the Pratt PTO shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of the Pratt PTO.

Section 2. All Parents of students at Pratt and all persons working or volunteering at Pratt Elementary School shall be members of the Pratt PTO. Others can be granted membership for each school year by a majority vote of the members present at each monthly meeting.

Article VI – Officers, Board Members, and Their Election

Section 1. Each officer and board member shall be a member of the Pratt PTO.

Section 2. The officers of this organization shall consist of a president (or co-presidents), a secretary and a treasurer. Optional officers include a president-elect (or co-presidents-elect), a secretary-elect, a treasurer-elect, and a legal advisor.

Section 3. Officers and Executive Board members shall be elected by general membership at the first meeting of the school year. If there is but one nominee for any office, election for that office may be by voice vote. In cases where no nominee for an office can be found, the election for that office shall be delayed until a nominee can be located. If the first meeting of the school year is delayed or the election of one or more officers is delayed, current officers shall serve until the membership meets to elect new officers for the remainder of their terms.

Section 4. Officers and Executive Board members shall assume their official duties following the close of the first meeting of the school year and shall serve for a term of one year or until their successors are elected. However, co-presidents may be elected at any time during the school year and will serve until the end of the school year.

Section 5 6. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the general membership at the first meeting after the vacancy.

Article VII – Duties of Officers

Section 1. The president or co-president shall:

- a. Preside at all meetings of the organization;
- b. Perform such other duties as may be prescribed in these bylaws or assigned by the organization;
- c. Be an *ex officio* member of all committees;
- d. Coordinate the work of the officers and committees of the association in order that the Purposes may be promoted.

Section 2. The president[s]-elect shall:

- a. Act as aide[s] to the president or co-presidents;
- b. Perform the duties of the president in the absence or inability of that officer to serve;
- c. Perform such other duties as may be prescribed in these bylaws or assigned by the organization;

Section 3. The secretary shall:

- a. Record, maintain and distribute the minutes of all meetings of the organization
- b. Maintain a current copy of the bylaws;
- c. Record all officers and non-parent members elected by the membership;
- d. Perform other duties as assigned.

Section 4. 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 as authorized by the president, executive board, or association in accordance with the budget adopted by the organization;
- d. Have checks or vouchers signed by two authorized persons. At least two persons shall be authorized to sign checks by the membership at the first meeting of the year.
- e. Have deposits made by authorized persons. At least two persons shall be authorized to deposit funds into the organizations account[s]. These persons shall be authorized by the membership at the first meeting of the year.
- f. Present a financial statement at every meeting of the association and at other times when requested by the executive board;
- g. Make a full report at the meeting at which new officers officially assume their duties;
- h. Be responsible for the maintenance of books of account and records;
- i. Submit the books annually for an audit by an auditing committee selected by the executive board at least two weeks before the meeting at which new officers assume duties.

Section 5. The Legal Advisor shall:

- a. Provide legal advice to the PTO;
- b. Perform other duties as assigned.

Section 6. All officers shall perform the duties outlined in these bylaws and those assigned from time to time. Upon the expiration for 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 and shall return to the treasurer, without delay, all funds pertaining to the office.

Article VIII – Executive Board

Section 1. Membership.

- a. The executive board shall consist of the PTO officers. The balance of the Board shall be elected as described in Article VII.
- b. The president may appoint a parliamentarian, subject to the approval of the members at a monthly meeting. If the parliamentarian is a member of the organization, the parliamentarian shall retain all rights of membership including the right to vote.

Section 2. The Duties of the Executive Board shall be:

- a. To transact necessary business in the intervals between association meetings and other such business as may be referred to it by the organization;
- b. To present at the regular meeting of the organization a report of business undertaken by the executive committee;
- c. To select an auditor or an auditing committee to audit the treasurer's account;
- d. To approve bills of less than \$300, if necessary. All bills of more than \$300 will be approved by the membership.
- e. To evaluate and present a budget to be approved by the general membership and to distribute PTO funds pursuant to guidelines as adopted from time to time by the membership.

Section 3. Meetings of the executive board shall be held as necessary during the year, when determined necessary by at least two board members. A majority of the executive board members shall constitute a quorum. Special meetings of the executive board may be called by the president or co-presidents, or by a majority of the members of the board.

Article IX – Meetings

Section 1. Meeting Date. Monthly meetings will be held during the school year on the third Tuesday of each month, unless permanently changed by the membership or temporarily changed by the President in consultation with the members.

Section 2. Special Meetings. Special meetings of the organization where voting will be allowed, may be called by the president or by a majority of the executive board, three days notice having been given.

Section 3. Board Elections. The election meeting shall be held at the first meeting of the school year.

Section 4. Quorum. Eight members shall constitute a quorum for the transaction of business in any meeting of the organization.

Section 5. Voting. Proxy voting shall not be allowed.

Article X – Committees

Section 1. Members of the organization and others shall be eligible to serve on committees and to hold committee positions.

Section 2. The membership at monthly meetings may create or eliminate such standing and special committees as it may deem necessary to promote the purposes of the organization and carry on the work of the association. The membership will also approve the membership and the plans of work of the standing and special committees. The President will appoint additional members as necessary.

Section 3. The president or co-presidents shall be an *ex officio* member of all committees.

Article XI – Contracts, Checks, Deposits and Gifts

Section 1 Contracts. The membership may authorize any officer or officers or agent or agents of the Pratt PTO, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Pratt PTO, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Pratt PTO, shall be signed by such officer or officers or agent or agents of the Pratt PTO, and in such manner as shall from time to time be determined by resolution of the membership or, if previously authorized by the membership, the Board of Directors. In the absence of such determination by the membership or Board of Directors, such instruments shall be signed by the treasurer or by the president. Expenses over Three Hundred Dollars (\$300.00) must be approved by the membership or Board. Expenses under \$300 can be authorized by a majority of the officers.

Section 3. Deposits. All funds of the Pratt PTO shall be deposited from time to time to the credit of the Pratt PTO in such banks, trust companies, or other depositaries as the Membership or Board of Directors shall select.

Section 4. Gifts. The Officers may accept on behalf of the Pratt PTO any contribution, gift, bequest, or devise for any purpose of the Pratt PTO.

Article XII – Fiscal Year

The fiscal year of this organization shall begin on July 1st and end the following June 30th.

Article XIII – Parliamentary Authority

Meetings will be conducted in a manner that provides for efficient and thoughtful conduct of the PTO's business while affording fair and equal participation to members.

At the request of any member, the current edition of Roberts' Rules of Order will govern the determination of any procedural question.

Article XIV – Amendments

Section 1. These bylaws may be amended by any regular meeting of the organization by a two-thirds vote of the members present and voting, provided that:

- a. Notice of the amendment has been given at the previous regular meeting or in writing thirty days prior to the meeting at which the amendment is moved; and
- b. A quorum has been established at the meeting.

Section 2. A committee may be appointed by a majority vote of the organization or by two-thirds vote of the executive board to submit a revised set of bylaws as a substitute for the existing bylaws. The requirements for adoption of a revised set of bylaws shall be the same as for an amendment.

Article XV – Suspension of Bylaws

The bylaws may be suspended temporarily by a two-thirds vote of the members.

Article XVI – Conflict of Interest

The purpose of the conflict of interest policy is to protect this 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.

a) Definitions. An interested person, for purposes of this conflict of interest policy is 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:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b. A compensation arrangement with the organization or with any entity or individual with which the organization 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 organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. The board shall determine whether a conflict exists.

b) The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of this organization is a director, officer or legal representative, or in some other way has a material financial interest unless:

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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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 a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

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 possible conflict of interest.

b. 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.

4) Violations of the Conflicts 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.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c) Compensation. This subsection shall govern when compensation from this organization is being determined.

1) 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.

2) 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.

3) 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.