

WINOOSKI PTO BY-LAWS
Approved September 2017, amended April 2018

Article I – Name

The name of the organization shall be the Winooski PTO.

Article II – Purpose

The Winooski School District PTO is a parent teacher organization committed to enriching the educational and social experience of Winooski students and the community.

Article III – Members

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

Section 2. Voting Members. Anyone who attends at least one meeting and one event is considered a voting member. Voting members are able to vote on officer election and the allocation of funds. Voting rights are forfeited if a member misses two consecutive regularly scheduled monthly meetings, in the event of the extenuating circumstances the executive board reserves the right to reinstate a member's voting rights.

Section 3. Voting. All voting shall be done in person at a warned meeting.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a president, vice president, secretary, and treasurer. No one person shall hold more than one position.

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.

c. Secretary. The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, by-laws, rules, membership list, and any other necessary supplies, and brings them to meetings.

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

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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. The treasurer will follow financial best practices and set monthly meetings with the school financial officer and at least one other executive board member.

Section 2. Nominations and Elections. Elections will be held in April. At that meeting, nominations will be 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 have attended 80% of meetings, have volunteered for at least three events during the school year, and have served on at least one PTO committee. Eligibility is forfeited if an officer misses two consecutive regularly scheduled monthly meetings (in the event of the extenuating circumstances the executive board reserves the right to reinstate a member's voting rights).

Section 4. Terms of Office. Officers are elected for one year. Each person elected shall hold only one office at a time. Terms will start on September 1 and run till August 31.

Section 5. Term Limits. No one person shall hold the same position for more than two years. If no viable candidate can be found, the same person can hold the position provided $\frac{2}{3}$ of active PTO members agree.

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 executive board meeting, a new vice president will be appointed by the executive board. If there is a vacancy in any other office, the executive board will will appoint someone at the next regular meeting. These position will be in place until the end of the term.

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.

Article V – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be on the third Wednesday of every month during the school year at 5:30 p.m. If a meeting needs to be changed, it will be decided by the executive board at least a month before the meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

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

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secretary. Notice of the special meeting shall be sent to the members at least 48 hours prior to the meeting by email.

Section 3. Quorum. The quorum shall be $\frac{2}{3}$ of the all member or 10 members of the organization, whichever is fewer.

Article VI – Executive Board

Section 1. Membership. The executive board shall consist of the officers, teacher liaison, and standing committee chairs.

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 be held monthly, on the same day and at the same time each month, to be determined by the board.

Section 4. Special executive board meetings may be called by the president. Notice of the special meeting shall be sent to the members at least 48 hours prior to the meeting by email.

Section 5. Quorum. Half the number of board members plus one constitutes a quorum.

Article VII – Committees

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

Section 2. Committees. The board may appoint committees as needed. These committees can include fundraising, special events, or for any other reason where a committee is warranted.

Article VIII – 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. The board shall approve all expenses of the organization by majority rule.

Section 4. The executive board can approve of expenses less than \$500 provided it is covered in the initial budget put out at the beginning of the year.

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Section 5. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the president, treasurer, and one other executive board member.

Section 6. Funds will only be paid directly to a vendor unless there is prior approval by the executive board. If a situation arises where reimbursement is warranted without prior approval, receipts must be provided and the expense must be approved by the PTO.

Section 7. The treasurer shall prepare quarterly financial statements to be reviewed by the Finance Committee. This would include bank statements, monthly bank reconciliations, deposit slip invoices, documentation for expenses, and approved treasurer reports.

Section 8: The Finance Committee will be appointed by the executive board of the PTO. The committee shall be comprised of two PTO members, that are not signers on the checking accounts, and the Finance Manager of the Winooski School District.

Section 9. 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 10. The fiscal year shall coordinate with the school year. Reminder: State laws often dictate what records must be made available to an organization's members and to the general public. Also, federal law requires that a nonprofit tax-exempt organization's IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years be available for public review when requested.

Article IX – Parliamentary Authority

[Robert's Rules of Order](#) shall govern meetings when they are not in conflict with the organization's by-laws.

Article X – 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 XI – Dissolution

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

Article XII – Amendments

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These by-laws may be amended at any regular or special meeting, providing that 10 days' notice was given in writing to all members of the organization by the secretary. Notice may be given by postal mail, e-mail, or fax. 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 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.

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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

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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 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.

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.

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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.