

East Mills Parent Teacher Organization

BYLAWS

ARTICLE I

Section 1: The name of the organization shall be East Mills Parent Teacher Organization (EMpto). The EMpto meetings are located at East Mills Elementary School 58962 380th St., Hastings, IA 51540.

Section 2: The EMpto is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: The purpose of the EMpto is to enhance and support the educational experience at East Mills Elementary, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at East Mills Elementary through volunteer and financial support.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall be automatically granted to all parents, guardians, or other adults standing in loco parentis of East Mills Elementary students, plus all staff at East Mills Elementary. There are no membership dues. Members have voting privileges, one vote per household. A quorum consists of three-fifths of the Executive Board.

ARTICLE III – OFFICERS AND ELECTIONS

Section 1: The Executive Board shall consist of the following officers: President, Vice President, Secretary, and Treasurer. One teacher at East Mills Elementary is a voting member of the Executive Board. Elections shall be held at the May meeting.

Section 2: The term of office for all officers is one year, beginning immediately upon election at the May meeting, and ending upon officer election the following school year. An officer may serve no more than two (2) consecutive terms in the same office. A vacancy occurring on the Executive Board shall be filled by a vote of the members of the next regular meeting, due notice (minimum of 2 weeks) of such an election having been given.

Section 3: Any EMpto member may become an officer of the EMpto.

Section 4:

a. Executive Board – Develop the EMpto’s annual budget, establish and oversee committees to conduct the work of the EMpto, establish fundraising programs.

b. President – Preside at EMpto meetings, serve as the official representative of the EMpto, retain all official records of the EMpto, and be the primary contact for the principal.

- c. Vice President – Oversee the volunteers of the EMpto, assist the President and chair meetings in the absence of the President. Manage communications and marketing for the EMpto including, but not limited to EMpto newsletters, email broadcasts, website, bulletin boards, etc.
- d. Secretary – Record and distribute minutes of all EMpto meetings, prepare agendas for official EMpto meetings, handle correspondence, and hold historical records, including the bylaws and policies for the EMpto.
- e. Treasurer – Serve as custodian of the EMpto’s finances, collect revenue, pay authorized expenses, report financial activity every month, prepare year-end financial report, facilitate an annual audit held in April of each year, pay or file appropriate tax and tax forms to the IRS by the 15th of May each year, and hold all financial records.

Section 5: The Executive Board shall meet on the same day and at the same time each month during the school year, to be determined by the Executive Board.

Section 6: An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board.

Section 7: A majority of Executive Board members plus one non-Executive Board member constitutes a quorum.

ARTICLE IV – FINANCIAL POLICIES

Section 1: The fiscal year of the EMpto begins May 1 and ends April 30 of the following year.

Section 2: All funds shall be kept in a checking account in the name of East Mills Parent Teacher Organization requiring two signatures of the Executive Board, one of which being the Treasurer and held at a local financial institution.

Section 3: All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The EMpto shall arrange an independent review of its financial records in April of each year.

Section 4: A majority of the Executive Board is required to approve all expenses.

Section 5: The organization shall leave a minimum of \$5,000.00 in the treasury at the end of each fiscal year.

Section 6: Contract signing authority is limited to the President or the President’s designee.

ARTICLE VI – BYLAW AMENDMENTS

Amendments to the bylaws may be proposed by any EMpto member. Amendments presented at an EMpto meeting shall be considered for voting at a subsequent meeting. Majority approval of all members present and voting is required to adopt an amendment to the Bylaws.

ARTICLE VII - DISSOLUTION

In the event of dissolution of the EMpto, any funds and assets remaining shall be used to pay any outstanding bills then donated to East Mills Elementary.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

Section 1: Purpose. The purpose of the conflict of interest policy is to protect East Mills Parent Teacher 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.

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.
- 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.

These bylaws were adopted on _____ . Signed by members of the Executive Board.

Each of the below signed also affirms that they:

- Have received a copy of the conflict of interest policy;
- Have read and understood the policy;
- Have agreed to comply with the policy; and
- Understand 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.

President Date

Vice President Date

Secretary Date

Treasurer Date

E. M. E. Staff Date