

Academie Da Vinci PTO Bylaws

Article I – Name

The name of the organization shall be Academie Da Vinci PTO, Inc.

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at Academie Da Vinci and fostering relationships among the parents, teachers, school, and community within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article III – Membership and Dues

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. Community members may also be members and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues before the first meeting of the year or at least 3 calendar days before any subsequent meetings to be considered a member in good standing with voting rights.

Section 3. A member in good standing is a member who is current on their dues.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a president, vice president, secretary, and treasurer. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

- 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. The vice president shall also oversee the committees of this organization.
- 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, bylaws, 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. 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.

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Section 2. Eligibility. Members are eligible for office if they are members in good standing at least 3 calendar days before the nominating committee presents its slate.

Section 3. Nominations and Elections. Elections will be held at the second to last meeting of the school year. A nominating committee to be comprised of 3 individuals shall be appointed by the PTO Executive Board. The nominating committee shall select a candidate for each office and present the slate at a meeting held no less than one week prior to the election. Communication will be sent to all members providing qualifications to run and nominations may be made to the nominating committee for 7 days after the notice of new board election goes out in addition to nominations available to be made on 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. Electronic ballot voting / polling will also be allowed through a platform approved by the voting members of the Executive Board.

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.

Section 5. Removal from Office. Officers can be removed from office with or without cause by two thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. The Executive Board will elect a new vice president. If there is a vacancy in any other office, the Executive Board will appoint a member in good standing to fill the vacancy. If multiple seats are vacated during the school year to where the board cannot make an appointment, the general membership will form a nominating committee and elect to fill the vacancies.

Article V – General Assembly Meetings

Section 1. Regular Meetings. The regular meetings of the organization shall be determined by the Executive board and a tentative schedule announced once determined. There shall be a minimum of three regular meetings per year.

Section 2. Special Meetings. Special meetings may be called by the president or any two members of the executive board, submitting a written request to the secretary. Notice of the special meeting shall be sent to the members at least 2 days prior to the meeting.

Section 3. Quorum. The quorum shall be 10 members of the organization.

Section 4. Notification of General Assembly Meetings. The secretary will notify the members of the meetings at least one week prior to the meeting.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers, school principal, and two appointed teacher liaisons all having voting rights. The Executive Board will also consist of 3 appointed advisory members not having voting rights.

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

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committees, prepare and submit a budget to the membership, and prepare reports and recommendations to the membership.

Section 3. Meetings. A minimum of four Executive Board meetings shall be held per year, to be determined by the board. Special meetings may be called by any two board members, with 24 hours' notice.

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

Section 5. Teacher Liaisons. Will be current teachers at Academie Da Vinci Charter School. Teacher Liaisons will be recommended by the Executive Board Offices and School Principal, and later confirmed by a quorum vote of the membership at a general or special meeting.

Section 6. Advisory Members. Will be one community member and two ADV governing board members. These members are non-voting members of the executive board and shall be appointed by the president. If an advisory board seat is unable to be filled, it will remain open until the president is able to fill it and will not affect the business of the PTO board. **Article VII – Committees**

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

Section 2. Standing Committees. The following committees shall be held by the organization: Fundraising, Membership, Communications, Nominating, and Audit. **Section 3. Additional Committees.** The board may appoint additional committees as needed.

Article VIII – Finances

Section 1. The PTO Executive Board will prior to the first regular meeting of the fiscal year to draft a tentative budget. The budget shall be approved at a fall meeting by a majority vote of the members present.

Section 2. The budget may be amended, as needed, with the approval and vote of the General Assembly.

Section 3. The treasurer shall keep accurate records of any disbursements, income, and bank account information and make disbursements in accordance with the approved budget.

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

Section 5. The treasurer shall prepare a financial statement at the close of the fiscal year. The Audit Committee, appointed by the Executive Board, shall review and approve the books and records of the PTO. The Audit Committee will be a minimum of two people, neither of which may be an authorized signer on the account.

Section 6. The audit must be completed by the Audit Committee prior to any new business transactions in the new fiscal year.

Section 7. The fiscal year shall coordinate with the school's fiscal year – July 1-June30.

Section 8. 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. **Article IX – Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/ standing rules. **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

These bylaws may be amended at any regular or special meeting, providing that previous notice was given at the prior meeting and then sent to all members of the organization. Amendments will be approved by 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.
- 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

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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.

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Article XIV– PTA to PTO Transition Guidelines

Section 1. Academie Da Vinci PTA Members for the 2020 – 2021 School year in good standing will automatically become Academie Da Vinci PTO Members for the 2020 – 2021 School year upon passage of these bylaws.

Section 2. Inaugural PTO Board Creation. Upon the initial passage of these bylaws the current board that created the PTO at inception will work to immediately appoint the first nominating committee to elect the 2020 – 2021 school year Inaugural PTO Board Officers. The committees slate will be presented at least one week prior to a meeting where a vote will take place to elect the officers.