

SES PTA Bylaws

Article I – Name

The name of the organization shall be the Shepherd Elementary School Parent Teacher Association (SES PTA).

Article II – Purpose

The SES PTA is organized for the purpose of enriching the school experience for all students of Shepherd Elementary School by conducting activities and raising funds to:

- Support academic and extracurricular activities;
- Promote family and community engagement; and
- Facilitate communication among the school, school district, families and the community.

Article III – Members

Section 1. Any parent, guardian, or other adult standing *in loco parentis* for a student at Shepherd Elementary School may be a member of the SES PTA. The principal and any teachers or staff employed at the school may be a member of the SES PTA.

Section 2. Those eligible must formally register to join the PTA in the current school year and commit to supporting and participating in PTA initiatives.

Section 3. A member in good standing must have formally registered with the PTA as a member in the current school year and must have fulfilled any financial and participation obligations to the PTA at least 14 days prior to the first time he/she is eligible to vote or hold office.

Section 4. No annual dues are presently assessed. Dues, if any, will be established by the SES PTA executive board.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a president, first vice president, second vice president, recording secretary, corresponding secretary, treasurer, and assistant treasurer. Officers understand and agree to uphold these Bylaws.

a. President. The president shall preside over meetings of the PTA and executive board, serve as the primary contact for the principal, represent the PTA at meetings outside the organization, serve as an *ex officio* member of all committees except the nominating committee and audit committee, and coordinate the work of all the officers and committees so that the purpose of the PTA is served.

b. First Vice President. The first vice president assists the president and assumes the president's duties when the president is unavailable. The first vice president becomes president if the president leaves or is removed from office during the term. The first vice president may serve as chairperson of a standing or ad hoc committee, unless otherwise prohibited.



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c. Second Vice President. The second vice president assists the president and first vice president, and assumes the president's duties when both the president and first vice president are unavailable. The second vice president becomes president if both the president and first vice president leave or are removed from office during the term. The second vice president may serve as chairperson of a standing or ad hoc committee, unless otherwise prohibited.

d. Recording Secretary. The recording secretary takes and reads or distributes the minutes of PTA meetings and executive board meetings. The recording secretary works with the President to prepare meeting agendas, maintains the membership roster (directory) and committee rosters, and maintains all PTA records. The recording secretary may be called upon to fulfill the role of corresponding secretary in the corresponding secretary's absence.

e. Corresponding Secretary. The corresponding secretary writes official PTA correspondence and meeting notices, maintains electronic communications (e.g., listserv, Twitter) and keeps the PTA Bylaws. The corresponding secretary may be called upon to fulfill the role of recording secretary in the recording secretary's absence.

f. Treasurer. The treasurer oversees all financial activities of the PTA, and prepares the annual PTA budget and presents it to the membership for approval at the first regular meeting of the school year. The treasurer prepares and presents/posts monthly financial reports, signs checks, and pays bills timely. The treasurer prepares and files federal tax returns and other financial documents. The Treasurer may not be related to or living in the same household as the Assistant Treasurer.

g. Assistant Treasurer. The assistant treasurer receives, records, and deposits PTA funds. The assistant treasurer assists the treasurer in all financial activities of the PTA, may sign checks and pay bills, and performs the duties of the treasurer when the treasurer is unavailable. The Assistant Treasurer may not be related to or living in the same household as the Treasurer.

Section 2. Nominations and Elections. Elections will be held at the May meeting of each school year. The nominating committee shall nominate a candidate for each office and present the slate at the April meeting or at least one month prior to the election. At that meeting, nominations may also be made from the floor. No additional nominations will be accepted at the election meeting. Each candidate will be given the opportunity to publish a statement in the PTA newsletter or other medium designated by the Nominating Committee prior to the May election. The Nominating Committee will conduct the election. 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. 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 first vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in the office of president and first vice president, the second vice president will become the president. At the next regularly scheduled meeting, new first and second



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vice-presidents will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office. Officers can be removed from office with or without cause by the following procedure: Two-thirds of those present (assuming a quorum) at a regular meeting where 14 days previous notice has been given vote to propose a recall ballot and two-thirds of those present (assuming a quorum) at the next regular meeting where 14 days previous notice has been given vote to recall the officer(s).

Article V – Meetings

Section 1. Regular Meetings. The regular meeting of the PTA shall be on the third Wednesday of each month during the school year at 6:30 p.m. in the school auditorium or at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The corresponding secretary will notify members of meetings in at least one electronic (e-mail, phone, etc.) and one print (signs, flyers, etc.) format.

Section 2. Special Meetings. Special meetings may be called by the president, or any two members of the executive board, or five general members submitting a written request to the executive board. Previous notice of the special meeting shall be sent to the members at least 14 days prior to the meeting in at least one electronic (e-mail, phone, etc.) and one print (signs, flyers, etc.) format.

Section 3. Quorum. The quorum shall be 5 members of the PTA.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the elected PTA officers.

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 at intervals 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 board members plus one constitutes a quorum.

Article VII – Committees

Section 1. Membership. Committees may consist of members and board members, with the president acting as an *ex officio* member of all committees except the nominating committee and audit committee.



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Section 2. Standing Committees. The following standing committees shall be held by the PTA: Fundraising, Family Engagement, Academic, Communications, and Health and Wellness.

a. Fundraising Committee. Members of the Fundraising Committee will plan, organize and oversee various fundraising activities throughout the year, other than the ones that have their own ad hoc committees. Activities might include Family Dinner Nights, Book Fairs, and the sale of specialty merchandise. The chairperson will be appointed by the executive board. The committee may appoint someone to lead each activity. The following subcommittees shall be held by the Fundraising Committee:

i. Fall Fest Committee. Members of the Fall Fest Committee will plan, organize and oversee Shepherd's annual Fall Fest, generally schedule for October--a street fair designed as both a family/community involvement event, as well as a fundraiser. The chairperson will be appointed by the executive board.

ii. Spring Gala and Auction Committee. Members of the Gala and Auction Committee will plan, organize and oversee Shepherd's annual spring Gala and Auction--an adults-only social event and fundraiser. The chairperson will be appointed by the executive board.

b. Family Engagement Committee. Members of the Family Engagement Committee will plan, organize and oversee various non-academic, non-fundraising activities throughout the year, other than the ones that have their own ad hoc committees. Activities might include the New Family Picnic and charitable initiatives such as the Loose Change Drive. The chairperson will be appointed by the executive board. The committee may appoint someone to lead each activity. The following subcommittee shall be held by the Family Engagement Committee:

i. Jazz Night Committee. Members of the Jazz Night Committee will work with the Jazz Night founder to plan, organize and oversee Shepherd's annual Jazz Night, generally scheduled for February--a family/community involvement event, featuring musical performances and a pot luck dinner, designed to help young students learn about and appreciate jazz. The chairperson will be appointed by the executive board.

c. Academic. Members of the Academic Committee will work with the principal and staff to address academic issues, to enhance the quality of education at Shepherd and opportunities for academic excellence, to aid and promote the International Baccalaureate Programme, and to support special academic activities and events. Special academic activities and events might include Math Night, the Science Fair, and reading programs. The chairperson will be appointed by the executive board. The committee may appoint someone to lead each activity.

d. Communications Committee. Members of the Communications Committee will administer the Shepherd Elementary Website (www.shepherd-elementary.org); the *Mustang* newsletter; and the 14th Street marquee. Working with the executive board, the Communications Committee may undertake other communications initiatives intended to keep PTA members better informed. The chairperson will be appointed by the executive board. The committee may appoint someone to lead each activity.



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e. Health and Wellness Committee. Members of the Health and Wellness Committee will plan, organize and oversee various health and wellness activities throughout the year, other than the ones that have their own ad hoc committees. Activities might include Walk/Bike to School Day, the Bike Rodeo, and Field Day. The chairperson will be appointed by the executive board. The committee may appoint someone to lead each activity.

Section 3. Ad Hoc Committees. The following ad hoc committees shall be held by the organization:
Nominating and Audit.

a. Nominating Committee. The executive board will recruit volunteers to be elected at the regular membership meeting in March to serve as the Nominating Committee. The Nominating Committee will have three to five members and will select its own chairperson from the members. Nominating Committee members must be PTA members who are not related to, or living in the same household as, any current executive board member or any candidate to be placed into nomination.

b. Audit Committee. Members of the Audit Committee will volunteer to serve prior to the regular membership meeting in May, at which time committee members will be announced. One member of the executive board, other than the President or Treasurer, will chair the audit committee. Other Audit Committee members must be PTA members who are not related to, or living in the same household as, any current executive board member. Audit Committee members will be available to serve between July 1 and the start of the school year to review the financial statements and transactions of the previous year and will report their findings at the first meeting of the new school year.

Section 3. Additional Committees. The board may appoint additional committees as needed.

Article VIII – Finances

Section 1. A tentative budget shall be drafted by the Treasurer, in conjunction with the executive board, over the summer for each school year and approved by a majority vote of the members present at the first regular membership meeting of the school year.

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 PTA.

Section 4. Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers shall be the president, treasurer, and assistant treasurer. Authorized signers may not be related to or living in the same household as any other signer.

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



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Section 6. Upon the dissolution of the PTA, any remaining funds must be used first to pay any outstanding bills and then, with the membership's approval, spent for the benefit of the school or given to another tax-exempt charitable organization.

Section 7. The fiscal year shall begin July 1.

Article IX – Parliamentary Authority.

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

Article X – Standing Rules.

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

Article XI – Dissolution.

The PTA may be dissolved by a vote of two-thirds of those present (assuming a quorum) at a meeting where 14 days previous notice has been given by the Executive Board to the members in at least one electronic (e-mail, phone, etc.) and one print (signs, flyers, etc.) format.

Article XII – Amendments.

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the PTA by the corresponding secretary. Notice may be sent to the members at least 14 days prior to the meeting in at least one electronic (e-mail, phone, etc.) and one print (signs, flyers, etc.) format. 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 interested person 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 officer or member of a committee with executive 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:



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- i. An ownership or investment interest in any entity with which the PTA has a transaction or arrangement;
 - ii. A compensation arrangement with the PTA or with any entity or individual with which the PTA 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 PTA 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 executive 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 executive board and members of committees with executive 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, the Executive Board shall meet at a regular or special meeting to determine whether a conflict of interest exists and after any discussion with the interested person, he/she shall leave the executive board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board 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 executive board 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 PTA president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the executive board shall determine whether the PTA 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 executive board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the PTA'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.



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d. Violations of the Conflict of Interest Policy.

- i. If the executive board 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 executive board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. The executive board shall, at its own discretion, determine appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the executive 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 executive board'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 executive board who receives compensation, directly or indirectly, from the PTA 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 PTA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the executive board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the PTA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each officer and member of a committee with executive 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 PTA 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.



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Section 7. Periodic Reviews. To ensure that the PTA 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 PTA'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 PTA may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring that periodic reviews are conducted

Approval:

These bylaws were approved by the executive committee of the SESPTA on September 11, 2014 and referred to the general membership.

These bylaws were approved at a general membership meeting of the SESPTA on September 17, 2014 and are effective this date.



David Trimble, President

