

# Citrus Ridge PTO Bylaws

## *Article I—Name*

The name of this corporation is the Citrus Ridge Academy Parent Teacher Organization Inc., shall be referred to as “Citrus Ridge PTO Inc.”.

## *Article II—Purposes*

**Section 1. Objectives.** The purpose or purposes (Objects) which the corporation will hereafter pursue are:

- A. To promote the welfare of children and youth in home, school, and throughout the community;
- B. To raise the standards of home life;
- C. To advocate for laws that further the education, physical and mental health, welfare, safety of children and youth;
- D. To promote the collaboration and engagement of families and educators in the Education of Citrus Ridge PreK-8th grade students.
- E. To engage the public in united efforts to secure the physical, mental, emotional, and social well-being of all students; and families.
- F. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

**Section 2. Awareness.** The purposes of the PTO are promoted through advocacy and education in collaboration with parents, families, teachers, educators, students, and the public. Collaboration will be developed through conferences, committees, projects, and programs; and governed and qualified by the basic principles set forth in Article III.

**Section 3. Federal Status.** PTO is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (referred to as “Internal Revenue Code”).

## *Article III—Principles*

The following are basic principles of Citrus Ridge PTO:

- A. Shall be noncommercial, nonsectarian, and nonpartisan.
- B. Shall work to engage and empower children, families, and educators Within the school and community to provide quality education for all children and youth, and shall seek to participate in the decision-making process by influencing school policies; as well as advocating for children’s issues, 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.
- C. Citrus Ridge PTO shall work to promote the health and welfare of children and youth,

and shall seek to promote collaboration among families, schools, and the community at large.

D. Commitment to inclusiveness and equity, knowledge of PTO, and professional expertise shall be guiding principles for service in Citrus Ridge PTO.

#### *Article IV—Membership in PTO*

**Section 1. Non-discrimination.** Membership in PTO at all levels shall be open, without discrimination, to anyone who believes in and supports the mission, purposes and principles of Citrus Ridge PTO and meets other qualifications for membership as prescribed in these bylaws and pays dues as required in these bylaws.

**Section 2.** 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 administration and any teacher employed at the school may be a member and have voting rights.

**Section 3. Dues.**

A. Dues Payment. Each constituent of PTO shall pay annual dues.

B. Dues will be established by the executive board. A member must have paid his or her dues at least 7 calendar days before the meeting to be considered a member in good standing with voting rights.

**Section 4. Membership Year.** The membership year for PTO shall be July 1 through June 30.

**Section 5. Rights and Privileges.** Every individual who is a member of PTO will be entitled to all benefits such as:

A. Ability to serve in governance positions in PTO

B. Right to vote at local meetings based upon the requirements of serving as a voting delegate

C. Each membership shall provide 1 vote up to (2) attending adults.

D. Officers and board members shall be elected by ballot and majority vote shall elect officers, and a plurality shall elect board members. When there is only one candidate for any office, that election may be held by voice vote.

E. When a quorum of 11 members is not met, the current board members will remain in their positions for the following school year.

#### *Article V—Governance Structure*

**Section 1. Structure.** The Citrus Ridge PTO governance structure shall include the elected officers, administration, standing committee chair, associated committee members by elected officers.

**Section 2. Eligibility to Serve.** In order to be eligible to serve on the PTO governance structure, an individual shall:

A. Be a current member of organization;

B. Maintain membership throughout his/her term of service;

C. Consent to uphold and adhere to the policies and principles of Citrus Ridge;

D. Meet other qualifications as prescribed in these bylaws.

**Section 3. Term of Office.** Officers are elected for one year. Each person elected shall hold only one office at a time.

**Section 4. Vacancies.** If there is a vacancy in the office of president, the vice president will become the president at the next regularly scheduled meeting. Should the President resign from office and the Vice President decline appointment the executive board may appoint by vote an interim President until the election for the next school year. This will be the process for any board position.

**Section 5. Removal from Office.** Officers can be removed from office with cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

**Section 6. Removal of Chairman of Committee.** Chairperson can be removed by Board Members and principal by a majority vote.

### *Article VI—Officers*

**Section 1. Elected Officers.** The officers of Citrus Ridge PTO shall be a President, Vice President, Secretary, Treasurer and VP of Fundraising.

**Section 2. Eligibility.** In addition to the general provisions prescribed in Article V, Section 2 the following shall apply:

- A. Only those who have actively participated in previous school year for at least 80% of PTO meetings; or nominated by a current board member.
- B. Have volunteered 20 plus hours in previous school year; this does not apply when candidate is new to school.

**Section 5. Duties of Officers.** The elected officers shall perform the duties provided in this section and such other duties as prescribed below in these bylaws.

A. **Duties of the President.** The president shall:

- 1. Serve as chair of the board members;
- 2. Serve as an ex-officio member of all committees;
- 3. Appoint chairs and Board Members with  $\frac{2}{3}$  vote from remaining board members
- 4. Preside at all annual meetings and during all conventions;
- 5. Retain all official records of the PTO;
- 6. Serve as the primary contact to the principal and represent the PTO at meeting of other groups, if needed.

7. Prepare Agenda for PTO and Board Meeting.

8. Read and amend ByLaws if necessary.

B. **Duties of the Vice-President.** The vice-president

- 1. Serve as chair of the board members;
- 2. Serve as an ex-officio member of all committees;
- 3. Perform the duties of the office of president in the president's absence or when the president is unable to perform such duties;
- 4. Assist the president;
- 5. Be an ambassador for the PTO and the school.

6. Read and amend Bylaws if necessary.

**C. Duties of the Secretary.** The secretary shall:

1. Serve as chair of the board members;
2. Serve as secretary of the corporation;
3. Maintain a complete file for all approved minutes, agendas, and materials distributed at any official PTO meeting;
4. Record minutes of general and officer meetings and distribute them in a timely manner.
5. Read and amend the Bylaws if necessary

**D. Duties of the Treasurer.** The treasurer shall:

1. Serve as a member of the board of directors;
2. Serve as the financial officer of the corporation;
3. Post all financial transactions to our financial system as they occur;
4. Reconcile the checkbook;
5. Write check as needed
6. Make deposits in a timely fashion, as needed;
7. Renew our incorporation with the state.
8. File Previous year-end taxes
9. Create a Budget with the President and VP of Fundraising
8. Read and amend Bylaws if necessary

**E. Duties of the V.P. of Fundraising.** The V.P. of Fundraising shall:

1. Serve as a member of the board of directors;
2. Assist with creating and keeping within the budget
3. Forecasts fundraising initiatives on a project by project basis
4. Serve as the partnership liaison between business partners, the PTO and Citrus Ridge
5. Develop a Fundraising Calendar
6. Read and amend Bylaws if necessary

## *Article VII – Meetings*

**Section 1. Regular Meetings.** The regular meeting of the organization shall be on or at a time and place determine by the executive board at lease one month before the meeting. The annual meeting will be held at the regular May meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The secretary will notify the members of the meetings in a flyer sent home with the students at least one week prior to the meeting.

**Section 2. Special Meetings.** Special meetings may be called by the president and any two members of the executive board, or by general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 7 days prior to the meeting, by flyers, phone, or email.

**Section 3. Quorum.** The quorum shall be 11 members of the organization. If a quorum of 11

members is not met then the current board members shall stay in office for the following school year. If the event a quorum of 11 members is not met, then majority vote shall take precedence.

### *Article VIII*

**Section 1. Parliamentary Authority.** Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

### *Article IX*

**Section 1. 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 X*

**Section 1. Dissolution.** The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote for those present at the meeting, assuming a quorum..

### *Article XI*

**Section 1. 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 organization by the secretary. Notice may be given by postal mail or email. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

### *Article XII—Board Members*

**Section 1. Composition.** The members of the board shall consist of the President, Vice President, Secretary, Treasurer, V.P of Fundraising and Principal.

#### **Section 2. Duties.**

- A. Power and Authority. The board members shall have full power and authority over the affairs of Citrus Ridge PTO between annual meeting, except as otherwise provided in these bylaws; the board shall adopt special rules of order and policies to govern its proceedings.
- B. Duties of the Board. The duties of the board members shall include, but not limited to:
  - 1. Be responsible for the strategic direction and strategic management of PTO.
  - 2. Review and act on reports and recommendations of committees and staff;
  - 3. Approve the budget;
  - 4. Approve the board and committee appointments as recommended by the president.

### *Article XIII –Committees*

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

**Section 2. Standing Committees.** The following committees shall be held by the organization: Membership.

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

A. The president shall appoint members of the committees at the first PTO meeting of current school year.

B. All committees shall report to the board members, and shall be responsible to communicate to the president between meetings. Policies recommended by a committee shall be approved by board members.

**Section 4. Citrus Ridge PTO Committees:**

**A. Membership**

1. Collecting Membership Fees
2. Building New membership
3. Create or maintain a program to help membership year to year
4. Create membership database

#### *Article XIV- 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

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

**Section 6** 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 7** The fiscal year shall coordinate with the school year.

#### *Article XV- Conflict of Interest Policy*

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## *Article XV- 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 board 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 board members 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 board member, principal, 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 arrangement and benefits are reasonable are based on competent survey information and are the result of arms length bargaining.
- B. Whether partnerships joint ventures and arrangements with management organization 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.

*Article XVI - Amendments*

**Section 1. Amendments.** These bylaws may be amended at the annual meeting by two-thirds vote provided that the following requirements shall first have been complied with in the following order:

- A. The amendments shall have been approved by the board members. Bylaws amendments approved by the board may be amended at the annual meeting by the young delegates.
- B. Amendments shall be received by board members, no less than forty-five (45) days prior to the date of the convening annual meeting.

**Proviso to the Bylaws:**

All adopted bylaw amendments pertaining to standing committees shall take effect at the start of the 2018-2019 term.