

By-Laws of the Narragansett Elementary School
Parent Teacher Organization



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ARTICLE I ORGANIZATION

Section 1. NAME:

This organization shall be known as The Narragansett Elementary School Parent-Teacher Organization, Inc., affiliated with the Narragansett School PTO's and may also be referred to as NES PTO.

Section 2. ORGANIZATION:

The NES PTO shall be organized and conducted within the framework of these By-Laws and any amendments thereof.

Section 3. MISSION STATEMENT:

The mission of the NES PTO is to enhance and support the educational experience at NES, to develop a closer connection between school and home by encouraging parental involvement and open communication with parents and faculty, and to improve the environment at NES through volunteer and financial support through fundraising.

ARTICLE II MEMBERSHIP

Section 1. ELIGIBILITY:

Any parent, guardian, or other adult standing in loco parentis for a student enrolled and attending Narragansett Elementary School (NES) may be a member as well as any teacher employed at the school subject only to compliance with the provision of the By-Laws. Membership in the NES PTO shall be available without regard to race, color, creed or national origin. The NES PTO shall conduct an annual enrollment of members, but persons may be admitted to membership at any time. There shall be one vote per membership, one membership per household.

Section 2. NO DISCRIMINATION:

There shall be no discrimination against any member, or any applicant for membership by reason of race, ethnicity, creed, color, religion, gender, marital status, sexual orientation, national origin, ancestry, age or disability.

Section 3. ENROLLMENT:

Eligible individuals as stated in the above Section 1, Article II, may attend a scheduled PTO meeting at any point during the school year as confirmation of their interest and enrollment in the NES PTO.

Section 4. VOTING MEMBERS:

Only members of the NES PTO who have passed a background check in accordance with the Narragansett School District Volunteer Policy, serve on committees or any of its elective or appointive positions and otherwise fully participate in the activities of the NES PTO.

ARTICLE III

OFFICERS AND ELECTIONS

Section 1. OFFICERS:

The Executive Board may include a minimum of a President, Secretary, and Treasurer but in addition may also include a Vice-President, Recording Secretary and Corresponding Secretary. Officer positions may be shared.

- a. **President(s):** The president shall preside over the meetings of the organization and Executive Board, serve as the primary contact for the principal, be the official spokesperson for the organization, serve as an ex officio member of all committees except 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 aid the President and perform other duties as the President or the Executive Committee may assign to him/her and which he/she is willing to assume, perform the duties of the President in the event of that officer's absence or inability to serve, manage the recruitment of volunteers of the various PTO committees.
- c. **Secretary:** The Secretary shall keep all records of the organization, take and record minutes, send notices of meetings to the membership, obtain necessary approvals, post minutes in a timely manner, and maintain copies of the minutes, bylaws and any other necessary documents, and bring necessary documents to all meetings. The Secretary shall be responsible for the correspondence of the NES PTO, shall maintain a membership list of the NES PTO members, and perform other duties that the President and/or Executive Committee may assign to him/her and which he/she is willing to assume.
- 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 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 shall be responsible for coordinating with the NPS and NHS PTO's with regards to the filing of the annual 990 tax filing. The Treasurer shall be responsible for keeping record of all vendors and W-9 forms and issuing 1099's to such vendors no later than January 31st in accordance with IRS regulations.

Section 2. NOMINATIONS AND ELECTIONS:

Elections will be held at the second to last meeting of the school year. The Nominating Committee shall select a candidate (with an approved background check) for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for the same office, a ballot vote shall be taken.

Section 3. ELIGIBILITY:

Members are eligible for office if they have completed and passed a background check in accordance with the Narragansett School District Volunteer Policy and is in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. TERMS OF OFFICE:

Officers are elected for 2 years and may serve no more than 2 consecutive terms in the same office. Each person elected shall hold only one office at a time.

Section 5. VACANCIES:

Any vacancies occurring on the Executive Board during the year shall be filled by person(s) for the unexpired term of office by majority vote of the remaining members of the Executive Board. If the office of the President becomes vacant, a Vice President shall assume the duty for the remainder of the school year, or until the office is filled, unless other arrangements are decided and agreed upon by the Executive Board.

Section 6. REMOVAL:

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. RESIGNATION:

Any Chairperson or Officer may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

ARTICLE IV MEETINGS

Section 1. REGULAR MEETINGS:

The regular meetings of the NES PTO shall be held bi-monthly or at the discretion of the Executive Board at a time and place determined by the Executive Board. Consideration should be given to keeping the day and time of meetings the same every other month so as to maintain consistency. The projected meeting dates shall be checked against the district calendar prior to the start of the school year so as to avoid conflicts with other district events. The meeting date will be announced at least 7 days prior to the meeting through the school listserv or other electronic or written communication. The annual meeting will be held at the regular end of year 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 or any two members of the Executive Board. Previous notice of the special meeting shall be sent to the members at least 3 days prior to the meeting, by electronic and/or written communication or by phone calls.

Section 3. EXECUTIVE BOARD MEETINGS:

Regular meetings of the Executive Board members shall be held monthly, date and time to be determined by the Board.

Section 4. QUORUM:

The quorum for Regular and Special meetings is five (5) members in good standing with a minimum of two (2) Executive Board members. The quorum for Executive Board meetings is half the number of Board members plus one constitutes a quorum.

Section 5. ORDER OF BUSINESS:

At Regular meetings of the NES PTO the order of business, subject to the discretion of the President, shall be as follows:

- a. Call to Order/Welcome
- b. Motion to Approve the minutes of the last meeting
- c. Report of Principal
- d. Report of the Treasurer
- e. Report of the Committees
- f. Unfinished Business
- g. New Business/Open Forum
- h. Adjournment
- i. Date and Time of next meeting

ARTICLE V EXECUTIVE BOARD

Section 1. MEMBERSHIP:

The Executive Board shall consist of the Officers of the NES PTO as stated in Section 1, Article IV, and may also include selected Chairpersons of the Standing Committees previously determined by the Executive Board.

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.

ARTICLE VI COMMITTEES

Section 1. MEMBERSHIP:

Committees may consist of members and Executive Board members in good standing in accordance with the Narragansett School District Volunteer Policy, with the President acting as an ex officio member of all the committees.

Section 2. STANDING COMMITTEES AND THEIR DUTIES:

The Executive Board may create such Standing Committees, as it may deem necessary to promote the objectives and carry on the work of the NES PTO. The need for specific committees will be reviewed annually. The Chairperson of the Standing Committee shall serve for the official year in which they were appointed. The Chairperson of each Standing Committee shall

present a plan of work to the Executive Committee for approval. No committee work, including written and listserv correspondence and purchase shall be undertaken without the approval of the Executive Board. The Chairperson of the Standing Committee shall report on committee activities to the Executive Board at the Regular meetings as necessary. The committee chairperson(s) will also present a written and/or verbal report within fourteen (14) days of the event completion which will include information relating to expenditures, as well as monies collected pursuant to the General Committee Chair Guidelines determined by the President.

Section 3. ADDITIONAL COMMITTEES:

The Board may appoint additional committees as needed.

**ARTICLE VII
FINANCES**

Section 1. FINANCIAL RECORDS:

Financial records of the NES PTO shall be kept on a fiscal year basis. The fiscal year shall be from July 1 of the current year to June 30 of the following year.

Section 2. BUDGET:

A tentative budget shall be drafted in the Fall for each school year and approved by a majority vote of the members present at the first Regular meeting.

Section 3. PROHIBITION AGAINST LOANS TO MEMBERS:

No funds from the NES PTO shall be used directly or indirectly to make any loan to any member of the NES PTO to include Executive Board members and Committee Members.

Section 4. BANK ACCOUNTS:

The NES PTO shall maintain a separate bank account for business of the NES PTO and shall not commingle PTO monies with any personal accounts, to include but not limited to Venmo, PayPal, Square Up, Cheddar Up, etc. The NES PTO may at no time acquire the use of an ATM/Debit Card.

Section 5. RECORDS:

The Treasurer shall keep accurate records of any disbursements, income, and bank account information. The Treasurer shall record all bank deposits and reconcile the bank account at the close of each month. Records of the NES PTO, including bank statements, financial records, checks, correspondence, and tax records shall be maintained for six (6) years from the last year filed. Said official records shall be turned over to the duly elected President or his/her designee upon succession to office.

Section 6. EXPENSES:

The Board shall approve all expenses of the organization. All expenses are to be paid via a NES PTO bank check. Should an expense be paid via an Officer or Committee Member's personal check/credit card, a receipt will need to be provided to the Treasurer for audit and a NES PTO bank check will be provided upon approval for reimbursement. At no time shall an Officer or Committee Member use a NES PTO bank account for personal expenses.

Section 7. SIGNATORIES:

Two authorized signatures shall be required on each check over the amount of \$1,000.00. Authorized signers shall be the President and Treasurer.

Section 8. FINANCIAL STATEMENTS:

The Treasurer shall keep record of all vendors and completed W-9's throughout the school year and issue the appropriate Form 1099 to qualifying vendors no later than January 31st in accordance with IRS regulations. The Treasurer shall keep accurate and detailed financial records and collaborate with the NPS and NHS PTO's on the annual 990 IRS filing.

Section 9. DISSOLUTION:

Upon 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 VIII
PARLIMENTARY AUTHORITY**

"Robert's Rules of Order, Revised Edition", shall govern the NES PTO in all cases in which they are applicable and in which they do not conflict with these Bylaws.

**ARTICLE IX
STANDING RULES**

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

**ARTICLE X
DISSOLUTION**

In the event of the dissolution of the NES PTO for any reason, its assets shall be disbursed in a manner to be decided at any Regular meeting of the NES PTO with two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed disbursement is given within 10 days of vote. In the decision to disburse the funds, the NES PTO shall give priority to the concept of directly benefiting the children of the Narragansett Elementary School then in attendance, if possible.

**ARTICLE XI
AMENDMENTS**

The Bylaws may be amended at any Regular meeting of the NES PTO by two-thirds (2/3) vote of the members present, assuming a quorum, providing that notice of the proposed amendment shall be posted a minimum of (10) days notice prior to the meeting.

**ARTICLE XII
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 Committee Member 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 non-profit and charitable organizations.

Section 2. DEFINITIONS:

- a. **Interested Person.** Any Director, Principal Officer, or Committee Member 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 who 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, and 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 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 reasonable 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.
- 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 of 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 Committee Member 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;
- 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.