



Charlton - Parent Teacher Organization

Promoting the Welfare of Children and Youth in Home, School and Community

Amended: November 9, 2000; April 8, 2008; March 6, 2009; May 10, 2010, July 19, 2011

ARTICLE I: NAME

The name of this organization shall be the Charlton Parent Teacher Organization (“PTO”), Charlton, Massachusetts.

ARTICLE II: PURPOSE

The objects of the PTO are:

- a) To promote the welfare of children and youth in home, school, and community.
- b) To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth;
- c) To develop between educators and the general public such united effort as will secure for all children and youth the highest advantages in physical, mental, social and moral education; and
- d) To supplement and to enhance the curriculum of the public elementary and middle schools by funding and providing educational, scientific, health/wellness and cultural services and programs. Additionally the PTO will maintain a pool of willing parents/guardians to provide volunteer support to school and PTO programs as needed.

ARTICLE III: BASIC POLICIES

The Basic policies of the PTO are:

- a) The PTO shall be noncommercial, nonsectarian, and nonpartisan.
- b) The name of the PTO or names of any members in their official capacities shall not be used in any connection with any commercial concern nor with any partisan interest nor for any purpose not appropriately related to promotion of the objects of the PTO. The PTO shall not participate or intervene, directly or indirectly, in any way, including the publishing or distribution of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office; nor attempt to influence legislation, ballot issues, ballot questions, by propaganda or otherwise.
- c) The PTO shall work with the schools to enhance the education for all children and youth, and may seek to provide input to the School Committee, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education and school councils.
- d) The PTO may cooperate with other organizations and agencies concerned with child welfare, but persons representing the PTO in such matters shall make no commitments that bind the PTO.
- e) Meetings of the board of directors and the PTO shall be governed by a modified version of Robert’s Rules of Order.

- f) In the event of the dissolution of the PTO, its assets shall be distributed for one or more of the exempt purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time amended.

ARTICLE IV: MEMBERSHIP AND DUES

- Section 1: Membership in the PTO shall be made available without regard to race, color, creed, gender, or national origin, under the rules and regulations prescribed in these by-laws, to any individual who subscribes to the objects and basic policies of the PTO.
- Section 2: The PTO shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.
- Section 3: Payment of dues is not required to join the PTO. Members are encouraged to donate their talents, time and/or treasure to the degree they can afford.
- Section 4: Only members of the PTO shall be eligible to participate in the business meetings on the PTO or to serve in any of its elective or appointive positions.

ARTICLE V: OFFICERS AND THEIR ELECTIONS

- Section 1: Every officer of this PTO shall be a member of this PTO.
- Section 2: Officers and their election:
 - a) The Board of Directors of this PTO shall consist of the following elected officers: President, Treasurer, Recording Secretary (who also may serve as Chairperson of Communications), Chairperson of Membership, Chairperson of Events, Chairperson of Product Fundraising and three Members-at-Large.
 - b) Officers shall be elected by ballot in the month of May. However, if there is but one nominee for any office, election for that office may be a voice vote.
 - c) Officers shall assume their official duties following the close of the meeting in June and shall serve for a term of one year or until their successors are elected. The incumbent Treasurer shall continue to serve through the close of the fiscal year (July 31st).
 - d) The President, Treasurer and Recording Secretary shall not be eligible to serve more than two consecutive terms in the same office.
 - e) Any member of the PTO may nominate an eligible person for any office to be filled. Said nominations may be made in writing, and submitted to an officer of the PTO prior to the May meeting, or may be made from the floor at the May meeting.
 - f) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

- Section 3: It is preferred that nominees for the offices of President and Treasurer shall have been active participants in the PTO, having attended at least 5 general meetings within the past 8 months and/or have held an officer position in the past.
- Section 4: A vacancy occurring in any office shall be filled for the remaining term of the predecessor in office by a person elected by majority vote of the board of directors. Notice of any such election shall be given to the membership, in writing, within seven days of said election.

ARTICLE VI: DUTIES OF OFFICERS

- Section 1: **The President** shall schedule, prepare the agenda for and preside at all meetings of the Board of Directors and of the general membership; shall coordinate and oversee the business of the PTO including but not limited to coordination of budget preparation and disbursement requests; shall correspond with principals and Superintendent of Schools, to include a year-end report of accomplishments and shall perform such other duties as may be prescribed by these by-laws or assigned to him/her by the PTO or Board of Directors; shall be a member ex officio of all committees except any nominating committee which may come to be formed; and shall coordinate the work of the officers and committees of the PTO in order that its objects may be promoted.
- Section 2: **The Treasurer** shall have custody of all of the funds of the PTO; shall keep a full and accurate account of receipts, expenditures and material donations, and in accordance with the budget adopted by the PTO, shall make disbursements as authorized by the President, Board of Directors or PTO, in accordance with the procedures outlined in these by-laws and the “Charlton PTO Financial Policies, Procedures, and Controls” document adopted June 7, 2005, as from time to time amended. Two persons, the Treasurer and one other person (traditionally the President), shall sign checks or vouchers. The Treasurer shall present a financial statement at every meeting of the PTO and at other times as requested by the Board of Directors and shall make a full statement at every meeting of the PTO and at other times as requested by the Board of Directors, and shall make a full report at the meeting at which new officers officially assume their duties. The Treasurer shall prepare, or shall assist an accountant or other appropriate professional in the preparation of all local, state and federal tax reports and returns and shall maintain copies of each; shall generate a year-end income statement for submission to the Superintendent of Schools. The Treasurer’s accounts shall be examined annually by an auditor or an auditing committee of not less than two members, who, satisfied that the Treasurer’s annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be selected by the Board of Directors at least two weeks prior to the meeting at which new officers assume duties.
- Section 3: **The Recording Secretary** shall record the minutes of all meetings of the PTO and of the Board of Directors, shall have a current copy of the by-laws, shall maintain a membership list, shall review the monthly bank statements as an objective non-account signer on a monthly basis, shall photocopy all meeting minutes for distribution at the monthly meetings and shall perform such duties as may be delegated to him/her by the PTO or by its Board of Directors. The Recording Secretary will maintain a full inventory of all PTO-approved policies and procedures also ensure that all are reviewed no less than annually. The Recording Secretary will keep track of review dates and notify the policy committee of such dates.
- Section 4: **The Chairperson of Communications (and/or Recording Secretary)** shall support and coordinate a committee of individuals (clerical secretaries, website coordinator, publicity coordinator, and/or other roles as needed) who shall act as correspondents for the PTO; shall order

and maintain the inventory of supplies necessary for the conduct of the business of the PTO; shall electronically post and/or photocopy and distribute notices or other items of information from the PTO to parents, teachers, and staff; shall electronically post and/or otherwise disseminate information to the schools, parents, and community regarding activities of the PTO and shall perform other duties as may be delegated to them by the President, PTO or by its Board of Directors.

Section 5: **The Chairperson of Membership** shall conduct the annual Membership Drive; shall continually attempt to recruit members and to inform them of and fill volunteer needs and vacant positions; shall update and maintain email lists, database of members and volunteers; shall disseminate the updated databases to volunteer coordinators and Committee Chairs, as requested. The Chairperson of Membership shall ensure that the volunteer needs of each school and committee of the PTO are fulfilled by providing support and coordination of a team of up to three volunteer coordinators (optimally, one per school); shall support the team in determining the volunteer needs of the schools and PTO for volunteer services; shall recruit individual volunteers to perform such services; shall maintain an accurate list of volunteer workers for each PTO or school volunteering event; and shall perform such duties as may be delegated to him/her by the President, PTO or by its Board of Directors.

Section 6: **The Chairperson of Events** shall coordinate and oversee all events which primarily provide services and activities as means of raising funds or entertainment (to include festivals, dances, ice cream socials, and recreational events) where sales of products or items are not the primary reason for the event; shall ensure that all such events are conducted within the parameters of local/state/federal laws, safety codes and rental agreements; shall monitor expenses and income to avoid financial loss. The Events Chairperson shall form a subcommittee for each and every event that is sponsored by the Charlton PTO and shall perform such duties as may be delegated to him/her by the President, PTO or by its Board of Directors. Subcommittee chairs may delegate responsibilities to various subcommittee members (such as refreshment coordination, games coordination, etc); shall organize and supervise their respective event, including generation and distribution of flyers; and shall perform such duties as may be delegated to him/her by the Chairperson of Events, President, PTO or by its Board of Directors.

Section 7: **The Chairperson of Product Fundraising** shall coordinate and oversee all endeavors which involve the sale of products, merchandise or tickets, and which involve the collection of coupons or redeemable items as a means of raising funds or providing entertainment; shall ensure that all such product fundraisers are conducted within the parameters of local/state/federal laws; shall monitor expenses and income to avoid financial loss. The Product Fundraising Chairperson shall form a subcommittee for each and every product sale or redeemable endeavor that is sponsored by the Charlton PTO; shall, with the assistance of the respective subcommittee, evaluate fundraising sources and make recommendations thereof to the Board of Directors; shall provide support and coordination of school store, book fair and other subcommittee chairs; shall support and coordinate ordering and maintaining inventories of school store supplies and the sale of school store items, and shall perform such duties as may be delegated to him/her by the President, PTO or by its Board of Directors.

Section 8: **The Members-at-Large** will be elected positions. These individuals are members of the PTO board but do not have any formally assigned responsibilities. Their purpose is to attend PTO meetings and provide additional parent/teacher input regarding PTO activities. Members at Large may serve as non-elected chairs or on other committees.

Section 9: **Subcommittee chairs and event/activity coordinators** are not elected officers, but are appointed by the respective Committee Chairperson annually. Subcommittee chairs may delegate responsibilities to various subcommittee members as deemed necessary; shall organize and supervise their respective endeavor, including generation and distribution of flyers or catalogs and collection order forms and payments, and product distribution); shall maintain records of sales receipts and sales taxes collected (if any); shall transmit all funds received from the event to the Treasurer of the PTO, and shall perform such duties as may be delegated to him/her by the Chairperson of Product Fundraising, President, PTO or by its Board of Directors.

Section 10: All officers shall perform the duties outlined in these by-laws and those assigned to them from time to time. Upon the expiration of the term of office or in the case of resignation of any officer, s/he shall turn over to the President, without delay, all records, books, or other materials pertaining to the office, and shall return to the Treasurer, without delay, all funds pertaining to the office.

ARTICLE VII: BOARD OF DIRECTORS

Section 1:

- a) The board of directors shall consist of the elected officers of the PTO.
- b) The president(s) may appoint a parliamentarian, subject to the approval of the officers of the PTO.

Section 2:

The duties of the board of directors shall be:

- a) To transact necessary business in the intervals between PTO meetings and such other business as may be referred to it by the PTO;
- b) To create standing and special committees;
- c) To approve the plans of work of the standing committees;
- d) To present a report at the regular meetings of the PTO;
- e) To select an auditor or an auditing committee to audit the treasurer's accounts;
- f) To prepare and submit to the PTO for adoption a budget for the year; and
- g) To approve routine bills within the limits of the budget.

Section 3: Regular meetings of the board of directors shall be held during the year, the time to be fixed by the board at its first meeting of the year. A majority of the board of directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President(s) or by a majority of the members of the board.

Section 4: Conflict of Interest Policy

Purpose The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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.

Definitions

1. **Interested Person**

Any director, 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.

2. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. 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 Procedures, Section 2, 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.

Procedures

1. **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 considering the proposed transaction or arrangement.

2. **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 if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest**

- a. 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.
- b. 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.
- c. 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.
- d. 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.

4. Violations of the Conflicts of Interest Policy

- a. 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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.

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.

Periodic Reviews

To ensure 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 review of these by-laws by the board at the first board or general meeting of each new school year. It must be communicated to each board member that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VIII: MEETINGS

- Section 1: At least three regular meetings of the PTO shall be held during the school year. Dates of the meetings shall be determined by the board of directors and announced, in writing and electronically, at least seven days prior to said dates.
- Section 2: Special meetings of the PTO may be called by the president(s) or by a majority of the board of directors, written or electronic notice having been given at least forty-eight hours prior to the dates of said meetings.
- Section 3: The meeting at which officers are elected shall be held in May.
- Section 4: Seven PTO members shall constitute a quorum for the transaction of business at any general meeting of the PTO, provided that three of such members shall be members of the Board of Directors.

ARTICLE IX: APPROVAL OF EXPENDITURES

- Section 1: The board of directors may approve expenditures up to \$1,500.
- Section 2: Expenditures over \$1,500 must be approved by the PTO at a meeting for which proper notice has been given in accordance with these by-laws and at which a quorum is present.
- Section 3: Charlton PTO fund-raising is conducted to provide the means to advance our students. The financial support and volunteer time provided through PTO efforts will be used in the manner as deemed appropriate by administration, and as approved through general PTO and board meetings. Use of funds will support/enhance scholastic, cultural, social, technological and other educational opportunities.

Section 4: The checkbook balance shall not go below \$2,000 plus encumbrances at any time.

Section 5: Every expenditure shall be recorded in the minutes.

ARTICLE X: COMMITTEES

Section 1: Only members of the PTO shall be eligible to serve in any elective or appointive position.

Section 2: The board of directors may create such standing committees, as it may deem necessary to promote the objects of and to carry on the work of the PTO. The term of each chairperson shall be one year or until the selection of a successor.

Section 3: The chairperson of each standing committee shall present a plan of work to the board of directors for approval. No committee work shall be undertaken without the consent of the board of directors.

Section 4: The power to form special committees and to appoint their members rests with the PTO and its board of directors.

Section 5: The President(s) shall be a member ex officio of all committees except the nominating committee.

Section 6: The PTO will maintain a policy committee, consisting of no less than 3 members, one of which will be the president. The policy committee must ensure all required and necessary policies are in written form and approved by the PTO. All current policies must reviewed no less than annually, whether there are changes or not and presented at a monthly PTO meeting for approval. This includes all policies and procedures.

ARTICLE XI: FISCAL YEAR

The fiscal year of the PTO shall commence on the first day of August in each year and shall end on the last day of July of the next year.

ARTICLE XII: AMENDMENTS

- a. These by-laws may be amended by the board of directors, by a vote of two-thirds of the board members present and voting, a quorum having been established.
- b. A committee may be appointed to submit a revised set of by-laws as a substitute for the expiring by-laws, only by a majority vote at a meeting of the PTO, or by a two-thirds vote of the board of directors. The requirements for adoption of a revised set of by-laws shall be a two-thirds vote of PTO members present and voting, a quorum having been established, and written notice of the meeting having been given thirty days in advance.

Approved by the Charlton Parent Teacher Organization, this 19th day of July 2011.

Kristin Johnson, Recording Secretary

Signature on file