

## *BYLAWS*

### *Hampstead Hill Academy Parent Teacher Organization*

#### *Article I **Name***

The name of this organization shall be the Hampstead Hill Academy Parent Teacher Organization, also known as HHA PTO.

#### *Article II **Objectives - Mission***

Including, but not limited to,

- a) To promote the education and well-being of all children at home, in school, and in the community.
- b) To provide a forum for discussion and foster communication between parents, administrators, educators, and the community.
- c) To enhance the educational facilities and opportunities for the students of Hampstead Hill Academy that are not otherwise provided for in the school budgets.
- d) To promote volunteer programs and resources for Hampstead Hill Academy.
- e) To sponsor projects and events for the benefit of Hampstead Hill Academy students.
- f) To raise funds as required to provide for all the above objectives.

#### *Article III **Membership***

- a) Any parent, guardian, or other person standing in "loco parentis" or direct relative of a child enrolled and attending the Hampstead Hill Academy.
- b) Each member of the licensed teaching staff working in the Hampstead Hill Academy.
- c) Any member shall have the privilege of making motions and serving on committees.
- d) A voting member shall be anyone who is a member in good standing and who pays a \$5.00 contribution no later than the beginning of the October general meeting of each school year. Voting members will be able to vote on all funding requests received throughout the school year at the meetings in which they are present.
- e) The membership year will run from October 1 through September 30 of each year.

#### *Article IV **Officers and their Election***

- a) The officers of this organization shall be a President, Vice President, Secretary, Treasurer, five At Large Board Members, and three Teacher Representatives.
- b) Officers shall be elected at the May meeting of the organization.
- c) Any HHA PTO member is eligible to be a board member but they must become voting members upon their election.
- d) Officers will be elected for two year terms. The President, Treasurer, and two At Large Board Member will be elected in odd years. The Vice President, Secretary, and three At Large Board Member will be elected in even years.
- e) Outgoing officers will end their duties and new officers shall assume their duties July 1 of each year.

f) Officers shall serve a term of two (2) years and/or until their successors are elected.

g) Officers of this organization shall be elected in the following manner:

i. Nominations for the Board will be announced at the March general meeting and a nomination form will be published in the May and April HHA Newsmagazine. All HHA Parents and Staff can nominate someone or themselves for a HHA PTO Board Officer position. The nomination form will have the HHA PTO May meeting date listed so they may attend the election meeting.

ii. HHA PTO Board nominations will be counted by the Director of Community Outreach with HHA PTO Board Officer assistance. If multiple candidates are interested and running for the same position, an election vote will be held at the May meeting.

iii. HHA PTO officers will be nominated by parents/guardians/staff through the use of nomination forms that include information about the candidates.

vi. Vacancies shall be filled by the appointment of the Board. If there is a vacancy at the office of the President, the Vice President will become President.

vii. Removal from office may occur by a majority vote of the Board for missing more than two consecutive Board meetings, failure to perform assigned duties, corruption, or any act that brings dishonor to the organization or negates the objectives of the organization. Removal shall take place after the board has met in an effort to discuss the problem and all attempts have been made to resolve the problem. Removal shall be done by a majority vote of the board. No board member has the right to change any decision that the board members made. If a board member intentionally does not follow through with the decision of the board, it will result in removal from the board.

viii. Resignation – to resign from office, an officer will submit the notice of resignation in writing to the President and Principal. If an officer resigns her/his office prior to completion of the two year term, she/he must vacate the position immediately and will not have the automatic right to rescind the decision.

#### *Article V Duties of Officers*

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

b) Vice President. The Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve. Shall write up the monthly school newsletter HHA PTO update.

c) Secretary. The Secretary shall keep all records of the organization, take and record minutes, handle correspondence, and send notices of meetings to the membership via the HHA PTO listserve/email. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

d) Treasurer. The Treasurer shall receive all funds of the organization; keep an accurate record of receipts and expenditures; and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times when requested by the executive board; present a copy of the monthly bank statement and make a full report at the end of the year.

e) At Large Board Members. The At Large Board Members shall foster and promote the mission and purpose of the HHA PTO in the community and local area at large. Each member will volunteer to lead a specific event (i.e., Bee Fit) or task (i.e., box tops) to promote the HHA PTO.

f) All officers shall perform the duties outlined above as well as any other duties prescribed in these bylaws; and such other duties as may be delegated to her/him.

g) All officers shall deliver official materials to their successor at the close of their service of office.

#### *Article VI **Meetings***

a) The regular meetings of this organization shall be held on a monthly basis from September until May of each school year.

b) Date and/or time may be changed by the HHA PTO board with proper notice given to members, not to be less than three days prior to the new date and/or time.

c) Three board members and two members present at any meeting shall constitute a quorum for the transaction of business of the organization. The quorum for any voting will be 10% of the total number of paid members for the school year, to be determined at the October general meeting.

d) Special Meetings. Special General Meetings may be called by the President, any two members of the executive board, or five general members submitting a written request to the Secretary. Meeting date will be determined by both school availability and the requestor's schedules. Notice of the special meeting shall be sent to the all HHA PTO membership at least ten days prior to the meeting, by flyer sent home with students and email sent to HHA PTO listserv.

#### *Article VII **Executive Board***

a) Membership. The Executive Board shall consist of the officers, Principal, and standing committee chairs.

b) 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.

c) Meetings. Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the HHA PTO Board Officers. Special HHA PTO Board Officer meetings may be called by any two board members, with 24 hours' notice and scheduled when at least 50% of the HHA PTO Board Officers plus one can attend.

*Article VIII **Parliamentary Authority***

- a) The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the HHA PTO.

*Article IX **Committees***

- a) Membership. Committees may consist of members and board members, with the President acting as an ex-officio member of all committees.
- b) Standing committees. The following committees may be held by the organization: Bee Fit and B3.

*Article X **Fiscal Year***

- a) The fiscal year of the HHA PTO shall begin on September 1 and end on the following August 31.

*Article XI **Audits***

- a) A financial review committee shall review the HHA PTO books annually before the books are turned over to the new board. The committee should consist of at least one outgoing or current, board member and one incoming board member, along with at least one other current paid member of good standing. This committee may not include either the outgoing or incoming treasurer. The committee will be appointed by the President and approved by the Board.

*Article XII **Funds/Budget***

- a) Authorized signatures on HHA PTO checks shall include the Treasurer and one of the following: the President, the Vice-President, the Secretary. In the case of the treasurer needing reimbursement, the check must be signed by two other board members.
- b) To be reimbursed from HHA PTO, a reimbursement form along with the receipt or invoice must be stapled to the reimbursement form and submitted to the Treasurer. If it is not an item as written in the budget, two board members must sign the request form and funds must have been previously approved to be spent.
- c) There must be a minimum of \$50.00 in the bank account at all times.
- d) All HHA PTO financial and other pertinent records must be turned over within ten business days of June 15. The incoming and outgoing President and Treasurer must make themselves available to sign and record the transfer of bank accounts. Financial records would include: bank account records, outstanding debt records, history of all transactions, receipts, and tax information. Other pertinent records include: date of contracted events, frequent contacts, willing volunteers information, sample forms/documents, HHA PTO inventory, etc.
- e) HHA PTO funds should go directly from the school to the bank for deposit. If the bank is not open, monies will be stored in the school safe. HHA PTO funds should not be taken home.
- f) A letter will be written to the payee of checks that are written to HHA PTO and returned for insufficient funds. The letter will contain a copy of the returned check, a request for the written amount and the fees charged to HHA PTO by the bank for the check plus a fee of \$25 to the HHA PTO. The check will be

returned to the payee upon receipt of cash, money order, or certified check. All fliers, applications, contracts, fundraising materials, etc. that deal with checks being written to the HHA PTO will include a written notice of this policy.

g) A budget will be determined by the President and the Treasurer and approved by the HHA PTO Executive Board prior to the first general meeting (September) each school year. The budget will be discussed at the first meeting and fundraising goals for the year will be established. All expenditures within the realm of the approved budget are authorized expenditures. Voting members will vote on all funding requests that come in throughout the school year.

#### *Article XIII **Amendments***

a) These bylaws may be amended at any regular meeting of the association by a two-thirds vote of the paid members present and voting, provided that notice of the amendment has been given at the previous regular meeting.

#### *Article XIV **Bylaws***

a) The bylaws of the HHA PTO will be reviewed every two years. A majority vote by board members and voting members present will constitute their acceptance.

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

a) 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.

b) Definitions.

**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.

**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 substantial.

A financial interest is not necessarily a conflict of interest. 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.

c) Procedures.

- i. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to

disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

- ii. 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.
- iii. Procedures for Addressing the Conflict of Interest.
  - 1) 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.
  - 2) 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.
  - 3) 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.
  - 4) 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.
- iv. Violations of the Conflict of Interest Policy.
  - 1) 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.
  - 2) 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.
  - d) Records of Proceedings. The minutes of the governing board and all committees with Board delegated powers shall contain:
    - i. 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.

- ii. 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.

e) Compensation.

- i. 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.
- ii. 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.
- iii. 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.

f) Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

g) 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:

- i. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- ii. 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.

h) Use of Outside Experts. When conducting the periodic reviews as provided for in g. (Conflict of Interest Policy – Periodic Reviews), 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.

These bylaws are adopted as prescribed on this date \_\_\_\_\_