

BYLAWS

Hampstead Hill Academy Parent Teacher Organization

Article I: Name

The name of this organization shall be the Hampstead Hill Academy Parent Teacher Organization (“HHA PTO” or “Organization”).

Article II: Mission

HHA PTO objectives include, but are not limited to, the following:

- 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 and faculty ; and
- f) To raise funds as required to provide for all the above objectives.

Article III: Membership

- a) General Members may consist of:
 - Any parent, guardian, or other person standing in “loco parentis” or direct relative of a child enrolled and attending the Hampstead Hill Academy (“Parents”) ; and
 - Any licensed teaching staff working in the Hampstead Hill Academy during the Membership Year (“Faculty”).
- b) Any member shall have the privilege of making motions and serving on committees.
- c) A Voting Member shall be anyone who is a member in “good standing” . To be in good standing, a Voting Member must have either attended general meeting OR volunteered for one (1) hour of service for a PTO sponsored activity during the Membership 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.
- d) The membership year will run from October 1 through September 30 of each year (“Membership Year”).

Article IV: Officers and their Election

- a) The officers of the Organization shall be a President, Vice President, Secretary, Treasurer, a minimum of five At Large Board Members (“Officers”) .
- b) Officers shall be elected at the May general meeting of the Organization, or as otherwise determined by the Board. All

Voting Members are eligible to vote in elections.

- c) Any HHA PTO Voting Member is eligible to be an Officer .
- d) The President, Treasurer, and two At Large Board Members shall be elected in odd years. The Vice President, Secretary, and three At Large Board Members shall be elected in even years.
- e) Outgoing Officers shall 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 or appointed in accordance with these Bylaws ("Term"), for no more than two (2) consecutive Terms in the same Office.
- g) Officers shall be elected in the following manner:
 - i. Officer nominations shall be announced at the March general meeting and a nomination form will be published in the April and May HHA Newsmagazine, and appropriate social media outlets. All HHA Parents, Faculty and staff can nominate someone, or Parents can nominate themselves, for a HHA PTO Officer position. The nomination form shall have the HHA PTO May general meeting date listed so they may attend the election meeting.
 - ii. The Board election process shall be described in the attached Exhibit B. HHA PTO Board nominations will be counted by the Director of Community Outreach with current HHA PTO Board assistance. If multiple candidates are interested in, and running for, the same position, an election vote will be held at the May general meeting in accordance with Section b. of this Article.
 - iii. Vacancies that occur during the Term of an Officer shall be filled by appointment by the Board for the remainder of the Term. If there is a vacancy at the office of the President, the Vice President shall become President.
- h) Removal from office may occur by a two-thirds majority vote of the Board for one or more of the following reasons:
 - 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 approved by a majority vote of the Board. No Officer has the right to change any decision that the Board has made. If an Officer intentionally does not follow through with the decision of the Board, such conduct shall result in removal from the Board.

- i) Resignation. To resign from office, an Officer shall submit a notice of resignation in writing to the President and HHA Principal. If an Officer resigns her/his office prior to completion of the 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 the Board, serve as the primary contact for the HHA 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 committees so that the Mission of the organization is served.

- b) Vice President. The Vice President shall assist the President and carry out the President's duties in their absence or inability to serve, and other duties as assigned by the President and .
- c) Secretary. The Secretary shall keep all non-financial records of the organization (including but not limited to the minutes book, bylaws, rules, membership list, and any other necessary documents), take and record meeting minutes, write the monthly school newsletter HHA PTO update handle correspondence, send notices of meetings and events to the membership, and oversee the promotion of HHA PTO events via appropriate HHA PTO social media outlets, with the assistance of Officers at the discretion of the Secretary.
- 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 Board. The Treasurer shall present a financial summary at every general and Board meetings, and at other times when requested by the Board; and make a final report at the end of the year to the Board.
- e) At Large Board Members. The At Large Board Members shall foster and promote the Mission of the HHA PTO in the community and local area at large. Each At Large Members shall lead a specific event (i.e., Bee Fit) or task (i.e., box tops) to promote the HHA PTO, as assigned by the President.
- f) 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) Officers shall deliver official materials to their successor at the close of their Term.

Article VI: Meetings

- a) The general meetings of the Organization shall be held monthly from September until May of each school year.
- b) The date and/or time of general meetings 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 Officers and two members present at any general meeting shall constitute a quorum for the transaction of business of the Organization.
- d) Special Meetings. Special general meetings may be called by the President, any two members of the 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 listserve.

Article VII: PTO Board

- a) Membership. The PTO Board shall consist of the Officers, three (3) Faculty representatives, HHA Principal, and Standing Committee Chairs (the "Board").
- b) Duties. The duties of the Board shall be to transact business in preparation for each general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, fill board vacancies, and prepare reports and recommendations to the membership, and other duties required to promote the Mission.

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

Article VIII: Parliamentary Authority

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 Standing Committees shall be maintained by the organization: Bee Fit and B3. Additional Standing Committees may be established by approval of the Board.
- c) Committee Chairs. Any General Member may be appointed as Chair of any temporary or Standing Committee. Committee Chairs shall be appointed by the Board for a one year term.

Article X: Fiscal Year

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

Article XI: Financial Review

A financial review of the HHA PTO financial records shall be performed annually before the records are turned over to the new board. The review shall be performed by a group consisting of at least one outgoing or current board member, one incoming board member, at least one other current Voting Member of good standing, and Principal ("Review Panel"). This Review Panel may not include either the outgoing or incoming treasurer, except as necessary to provide information. The Review Panel will be appointed by the President and approved by the Board.

Article XII: Funds/Budget

- a) Authorized approvals for HHA PTO disbursements 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 disbursements must be approved by two other Board members.
- b) To be reimbursed from HHA PTO, a receipt or invoice must be submitted to the Treasurer. If reimbursement request is not an item as written in the budget or approved during a Board or general meeting as recorded in the minutes, two Board members must approve the request .
- 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 30, or as otherwise determined by the Board. 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 may include: date of contracted events, frequent contacts, willing volunteers information, sample forms/documents, HHA PTO inventory, etc.
- e) HHA PTO cash funds should be promptly deposited by Treasurer at the earliest opportunity, with notice to the Officers.

- f) A letter shall 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) An annual budget shall be developed by the President and the Treasurer and approved by the Board prior to the first general meeting (September) each school year. The budget shall be discussed at the first general meeting and fundraising goals for the year shall be established. All expenditures within the realm of the approved budget are authorized expenditures. Voting members shall vote on all funding requests that come in throughout the school year.

Article XIII: Bylaws

- a) The bylaws of the HHA PTO shall be reviewed every two years. A majority vote by the Board members and voting members present will constitute their acceptance.
- b) The bylaws may be amended at any general meeting by a two---thirds vote of the members in good standing present and voting, provided that announcement of the intent to vote on the amendment is given in the notice of the general meeting.

Article XV: Conflict of Interest Policy

The Conflict of Interest Policy attached as Exhibit A is hereby incorporated as part of the bylaws.

These bylaws are adopted as prescribed on this date 9/1/2022

Exhibit A

Conflict of Interest Policy

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.

2. **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:

- 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 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.

3. **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.

4. **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.

5. **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.

6. Violations of the Conflict 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 that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7. 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.

8. 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.

9. Annual Statements.

Each Officer, Board member, and Standing Committee Chair 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.

10. 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.

11. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 10 (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 Board of its responsibility for ensuring that periodic reviews are conducted.