Houston Middle School PTO Bylaws

**ARTICLE 1: NAME**

The name of the organization shall be Houston Middle School Parent Teacher Organization (hereafter referred to as the “HMS PTO.”)

**ARTICLE 2: PURPOSE**

The HMS PTO is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of HMS PTO is to enhance and support the educational experience at Houston Middle School, to develop a closer connection between school and home by encouraging parent involvement, and to improve the environment at Houston Middle School through volunteer and financial support.

The HMS PTO is a nonpolitical, nonpartisan organization that does not advocate on behalf of legislative issues or actions at the local, state, or national levels.

**ARTICLE 3: MEMBERS**

**Section 1:** Membership in this organization shall be open, without discrimination, to anyone who supports the purpose and mission of Houston Middle School. This PTO shall conduct an annual enrollment of members but may admit individuals to membership at any time.

**Section 2**: Dues will be established by the executive board and confirmed by a majority vote of the board of managers. Only members who have paid dues for the current membership year may be considered a member in good standing with voting rights at the meeting.

**Section 3:** Faculty members are not required to pay dues to be members in good standing. All HMS faculty who join PTO by going through the membership process shall enjoy all rights and benefits of membership.

**ARTICLE 4: OFFICERS AND ELECTIONS**

**Section 1**: Officers: The officers shall be a president, vice president, secretary, and treasurer.

1. **President:** The president shall:
2. Preside over all meetings of the organization and executive board;
3. Serve as the primary contact for the principal;
4. Represent the organization;
5. Serve as an ex-officio member of all committees except the nominating committee;
6. Be a designated signatory on all checks and vouchers;
7. Coordinate the work of all the officers and committees so that the purpose of the organization is served; and
8. Perform such other duties as may be provided by these bylaws, standing rules, parliamentary authority, or as directed by the board of managers or executive committee.
9. **Vice President:** The vice president shall:
10. Assist the president;
11. Carry out the president’s duties in his or her absence or inability to serve; and
12. Perform such other duties as may be provided by these bylaws, standing rules, parliamentary authority, or as directed by the president, board of managers or executive committee.
13. **Secretary:** The secretary shall:
14. Keep all records of the organization including a current and complete membership list of the organization, bylaws, and standing rules;
15. Take minutes of and record meetings and be prepared to read the records of any previous meeting if called upon to do so; and
16. Perform such other duties as may be provided by these bylaws, standing rules, parliamentary authority, or as directed by the president, board of managers or executive committee.
17. **Treasurer:** The treasurer shall:
18. Receive all funds of the organization;
19. Keep a full and accurate record of receipts and expenditures;
20. Pay out funds as authorized by the President or Board of Managers, in accordance with the approved budget;
21. Ensure that checks or vouchers signed by two officers: the Treasurer, the President, or one other designated officer;
22. Present a financial statement at every meeting of the organization and at other times when requested by the Board of Managers;
23. Present an annual report of the financial condition of the association;
24. Have the accounts examined annually or upon change of officers by an auditor or an auditing committee of not less than three members, who, satisfied that the treasurer’s annual report is correct, shall sign a statement of that fact at the end of the report;
25. Report the findings of the annual report to the board of managers; and
26. Perform such other duties as may be provided for by these bylaws standing rules, parliamentary authority, or as directed by the president, board of managers, or executive committee.

**Section 2**: **Nominations and Elections:**

1. The officers shall be elected at the Spring general meeting. Voting shall be by voice vote if a slate of nominees is presented.
2. A majority vote shall elect.
3. Written ballots (if used) shall be counted by three members selected at the election meeting.
4. Each officer shall be a member of this organization.

**Section 3: Eligibility:** Members are eligible for office if they are members in good standing.

**Section 4**: **Terms of Office:**

1. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office unless deemed necessary and voted on by board of managers in the event a qualified volunteer cannot be named.
2. A person who has served in an office for more than one half (1/2) of a full term shall be deemed to have served a full term in such office.
3. Each person elected shall hold only one office at a time.
4. Officers shall assume their official duties following the close of the fiscal year and shall serve for a term of one year or until their successors are elected, the later of these two dates.

**Section 5**: **Vacancies:**

1. If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected.
2. If there is a vacancy in any other office, nominations will be made by the president and elected by the board of managers at the next regular meeting.

**Section 6: Removal from Office:** Officers can be removed from office for cause by a two-thirds vote of those present (assuming a quorum) at a regular or special meeting of the general membership where previous written notice has been given at least seven days in advance of the meeting.

**ARTICLE 5: BOARD OF MANAGERS**

**Section 1:** The business of this organization shall be conducted by the board of managers in the intervals between the general membership meetings.

**Section 2**: The members of the board shall be:

1. The elected officers;
2. The chairmen of the standing and/or special committees, the principal or an appointed representative, and teacher representatives; and
3. A parliamentarian, appointed by the president and approved by the officers of this organization.

**Section 3**: The following provisions shall govern the qualifications and eligibility of individuals to be members of the board of managers.

1. Each board member shall be a member of this organization;
2. No person shall serve on the board in more than one elected capacity; and
3. No board member shall serve as a paid employee of, or under contract to, this organization.

**Section 4**: Duties of the board shall be to:

1. Carry out such business as may be referred to it by the membership of this organization;
2. Create standing and special committees;
3. Report at the general membership meetings of this organization;
4. Select an auditor or an auditing committee to audit the treasurer’s accounts;
5. Prepare and submit an annual budget to the organization’s general membership for adoption; and
6. Approve payments of routine bills within the limits of the adopted budget.

**Section 5**: Regular meetings of the board shall be held with the date and time to be fixed by the board at its first meeting of the year. Special meetings of the board may be called by the president or when requested by a majority of the board of managers upon 3 days written notice to each member of the board.

**Section 6**: A quorum of the board of managers shall be determined by the members of the board. Voting by proxy is prohibited.

**Section 7**: If any member of the board of managers shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board in the following manner:

1. A resolution adopted by the executive committee;
2. A ten day notice issued to the board member in question;
3. An opportunity for the member in question to address the board of managers at the next regular meeting; and
4. Two-thirds vote of the board of managers is required for removal.

**Section 8:** Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the board, all records, books and other materials pertaining to the position shall be turned over to the president and all funds pertaining to the treasurer within fourteen days.

**ARTICLE 6: EXECUTIVE COMMITTEE**

**Section 1**: The executive committee shall be composed of the elected officers, the principal, and the parliamentarian of the organization.

**Section 2**: Special meetings of the executive committee may be called by the president or upon written request of the majority of the executive committee members with 3 days written notice given to each member of the executive committee.

**Section 3**: A quorum of the executive committee shall be a majority of the members of the committee then in office and in attendance at the meeting. Voting by proxy is prohibited.

**Section 4**: Duties of the executive committee shall be to:

1. Transact business referred to it by the board;
2. Approve the work of the committees;
3. Act in emergencies between meetings of the board; and
4. Make a report at each board meeting,

**Section 5**: The executive committee shall take no action in conflict with any action taken by the board of managers or the general membership.

**ARTICLE 7: FINANCES**

**Section 1: Fiscal Year**: The fiscal year shall be from July 1 to June 30 of each year.

**Section 2**: **Budget:**

1. A tentative budget shall be drafted by the budget committee for each school year.
2. It shall be presented at the first general membership meeting of the school year and approved by a majority vote of the members present.
3. The budget shall include all expected operating and program expenses.
4. All board members will operate within their budgets.

**Section 3**: **Budget Committee:** The budget committee shall:

1. Be a standing committee chaired by the treasurer;
2. Consist of the president, treasurer, immediate past treasurer (if available), immediate past president (if available), and the Ways & Means chairs (optional);
3. Gather budget requests from board members and report to the board for discussion;
4. Present budget for approval at the general membership meeting; and
5. Reconvene as necessary to make budget amendments and recommendations.

**Section 4**: **Record Keeping:** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 5**: **Disbursements and Authorization:**

1. Authorized signers must be a member of the Executive Board of the organization, and cannot be an employee of Germantown Municipal School District.
2. Two authorized signatures shall be required on all checks and vouchers.
3. The president, vice-president, and treasurer are authorized to make necessary purchases, or reimbursed expenses as follows:
   * + 1. Up to $500 without authorization;
       2. Expenditures over $500 must be approved by one additional Executive Committee member;
       3. The treasurer is not authorized to write self-reimbursement checks without the approval of the president or vice-president; and
       4. Purchases which fall outside of an “approved activity fund,” and which are not voted on, should be reported at the next meeting of the organization.

**Section 6: Reporting**: The treasurer shall:

1. Prepare a financial statement at the end of the school year to be reviewed by the Executive Board and Audit Committee;
2. Be responsible for preparing and filing any and all documentation required by the State of Tennessee to be filed to maintain its status with the Secretary of State;
3. Be charged with the responsibility of preparing (or causing to have prepared) all necessary documentation required to be filed by the Internal Revenue Service for and on behalf of the organization, including but not limited to IRS form 1023 and the organization’s annual informational return (IRS Form 990 or 990EZ); and
4. Maintain compliance with the School Support Accountability Act and complete the School Support Organization annual forms for the Germantown Municipal School District.

**Section 7**: **Dissolution**: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 8: COMMITTEE ON NOMINATIONS**

A Committee on Nominations shall be formed *at least* one month prior to the election of officers. The committee shall be composed of five members, two of which shall be a member at large.

1. The committee shall elect its own chair;
2. The committee shall solicit nominations from the general membership and prospective members;
3. The committee shall nominate an eligible person for each office to be filled and report its nominees at the annual Spring general membership meeting;
4. Only current and prospective members of this organization, who have signified their consent to serve if elected, shall be nominated for office; and
5. No member shall serve on the Nominations committee for consecutive terms.

**ARTICLE 9: GENERAL MEMBERSHIP MEETINGS**

**Section 1**: General membership meetings of this PTO shall be held at least 1 time each year as provided by this organization, the board of managers, or the executive committee. Seven days notice shall be given to the membership of any change of date.

**Section 2**: Special meetings of this PTO may be called by the president or by a majority of the board of managers, with proper notice having been given.

**Section 3**: The Annual Meeting shall be held in the Spring. At this time, the general membership will take a vote to approve the slate of board nominees for the following year.

**Section 4**: 20 members shall constitute a quorum for the transaction of business in any general membership meeting of this organization. Voting by proxy is prohibited.

**ARTICLE 10: COMMITTEES**

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

**Section 2**: Standing Committees: The standing committees of this PTO shall be listed in the unit’s Standing Rules and Policies. The term of office of a committee chair shall be one (1) year or until the selection of a successor.

**Section 3:** Each committee chair shall present a plan of work to the Executive Committee or Board of Managers for approval. No committee work shall be undertaken without the consent of the Executive Committee or Board of Managers.

**Section 4**: The board may form additional committees or dissolve committees as needs change.

**ARTICLE 11: PARLIAMENTARY AUTHORITY**

**Robert’s Rules of Order** shall govern meetings when they are not in conflict with the bylaws of the organization or the articles of incorporation.

**ARTICLE 12: STANDING RULES**

Standing Rules and Policies will be approved yearly by the Board of Managers, and the secretary shall keep a record of the standing rules for future reference.

**ARTICLE 13: DISSOLUTION**

The organization may be dissolved with previous written notice to all members (14 calendar days) and a two-thirds vote of those present at the meeting assuming a quorum.

**ARTICLE 14: AMENDMENTS**

**Section 1**: These bylaws may be amended at any general or special meeting provided 30 days notice of proposed amendments. Amendments will be approved by a two-thirds vote of those present and voting, assuming a quorum.

**Section 2**: A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws by a majority vote at a meeting of this local unit or by a two-thirds vote of the board of managers. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

**ARTICLE 15: 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**:

1. 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.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   * + 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
       2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
       3. 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**:

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 who are 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 whether a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
4. 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.
5. 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.
6. 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.
7. 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.
8. Violations of the Conflict of Interest Policy:
9. 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.
10. 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:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection and 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 or committee’s decision as to whether a conflict of interest in fact existed or not.
2. 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 with a record of any votes taken in connection with the proceedings.

**Section 5: Compensation**:

1. 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.
2. 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.
3. 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 member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

* 1. Has received a copy of the conflict of interest policy;
  2. Has read and understood the policy;
  3. Has agreed to comply with the policy; and
  4. 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:

1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm’s length bargaining.
2. 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, used 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 16: NON-LIABILITY OF MEMBERS**: To the fullest extent allowed by law, a member of this organization shall not be personally liable for its debts or obligations except for acts or omissions taken in bad faith. To the fullest extent allowed by law, this organization shall defend and indemnify all members from claims, damages, and liabilities resulting from that person’s duties on behalf of this organization except for those taken in bad faith.

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HMS PTO President Signature Date

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HMS PTO Bylaws Chair or Parliamentarian Signature Date

Name of PTO: Houston Middle School PTO

Address: 9400 Wolf River Boulevard

Germantown, TN 38139