

BYLAWS OF TIMBER SAGE ELEMENTARY SCHOOL PTO

ARTICLE I – NAME, DESCRIPTION & PURPOSE

SECTION 1: NAME – The name of the organization shall be Timber Sage Elementary School PTO (hereinafter “TSES PTO”). The PTO is located at Timber Sage Elementary School at 15800 W. 173rd Terrace, Olathe, KS 66062.

SECTION 2: DESCRIPTION – The PTO is organized exclusively for the charitable, scientific, literary and education purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

SECTION 3: PURPOSE – The purpose of the PTO is to enhance and support the educational experience at Timber Sage Elementary School, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Timber Sage Elementary School through volunteer and financial support.

ARTICLE II – MEMBERSHIP

Membership shall be automatically granted to all parents and guardians of Timber Sage Elementary School students, plus all staff at Timber Sage Elementary School. There are no membership dues.

ARTICLE III – OFFICERS

SECTION 1: EXECUTIVE BOARD – The Executive Board shall consist of the following officers: President, Vice President, Secretary, treasurer, and Parent-Teacher Liaison. Timber Sage Elementary School staff may also serve as advisory members of the Executive Board.

SECTION 2: TERM OF OFFICE – The President shall be elected for a two (2) year term and may serve no more than two (2) consecutive terms in the same office, unless no member in good standing comes forward. The Vice President, Secretary and Treasurer shall be elected for a one (1) year term and may serve no more than two (2) consecutive terms in the same office, unless no member in good standing comes forward. Each person elected shall hold only one office at a time.

SECTION 3: NOMINATIONS – Any PTO member in good standing may become an officer of the PTO. Blank nomination forms will be made available to parents by February 1st. Nomination forms will be accepted until voting at the April general PTO meeting. A nominating committee may be formed, in the event there is not at least one member in good standing nominated for each running re-election), School Principal, Parent-Teacher Liaison and two school guardians (who are not running for election). The nominating committee would contact the current officers and committee chairs/room parents to determine interest in board positions. If positions are still open, a public announcement will be made asking all parents in good standing to consider running.

SECTION 4: ELECTION – Officers shall be elected by ballot vote at the April general PTO meeting. With thirty (30) days notice, the election date may be changed by the Executive Board. If there is but one nominee for any office, election for that office may be made by voice vote.

SECTION 5: DUTIES –

EXECUTIVE BOARD – Develop the PTO’s annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, approve by majority vote all expenditures, and deliver to successor all office materials by June 30.

PRESIDENT – Preside at general PTO meetings and Executive Board meetings, serve as the office representative of the PTO, shall be a member of all committees, and shall coordinate the duties of the officers and committees, in order the objectives may be promoted.

VICE PRESIDENT – Oversee the committee system of the PTO, assist the President in duties as delegated to them or in the absence or inability of the President to serve, assists with the preparation and organization of the PTO volunteers, assist with collection, appointment, and communication of room parents and PTO committee chairs, prepare and distribute weekly newsletter and weekly reminders on PTO Facebook Page and/or email groups.

SECRETARY – Record and distribute all minutes of all Executive Board meetings and all general PTO meetings within one (1) week, prepare agendas for official PTO meetings one (1) week prior to meeting, hold historical records for the PTO, maintain a record of Teacher Request Forms, and maintain a record of volunteers for President and Vice President to Communicate effectively.

TREASURER – Serve as a custodian of the PTO’s finances, collect revenue, pay authorized expenses, have checks or vouchers signed by two board members, report financial activity every month, prepare year-end financial report, facilitate an annual audit submitted by June 30, and obtain signed statement from auditor that annual audit is accurate.

TEACHER LIAISON – Facilitate communication and requests between TSES staff and TSES PTO, assist the board in making decisions of funds and grants, and attend monthly PTO general meetings.

All members of the Executive Board shall follow the rules and policies of Timber Sage Elementary School.

SECTION 6: BOARD MEETINGS – The Executive Board meetings shall be held monthly, on the same day and time each month. Special meetings of the Executive Board may be called by the President or by most of the members of The Board.

SECTION 7: REMOVAL – An officer may be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board.

SECTION 8: VACANCY – If there is a vacancy in the office of President, the Vice President will become the President. At the next regularly schedule meeting, a new Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

ARTICLE IV - MEETINGS

SECTION 1: GENERAL PTO MEETINGS – There will be at least four (4) general PTO meetings annually, to conduct the business of the PTO. The members will be notified at least one (1) week prior to the meetings via the weekly newsletter posted on Facebook and/or email.

SECTION 2: VOTING – Each member in attendance is eligible to vote; one vote per person. In case of voting, the Executive Board will notify all members seven days prior to vote.

ARTICLE V – FINANCIAL POLICIES

SECTION 1: FISCAL YEAR – The fiscal year of the PTO begins July 1 and ends June 30 of the following year.

SECTION 2: BUDGET – A proposed budget shall be drafted in the fall for each school year and approved by a majority vote of the Executive Board. A copy of the budget will be made public at the first general PTO meeting of the year.

SECTION 3: BANKING – All funds shall be kept in accounts in the name of TSES PTO requiring two signatures of the Executive Board, the Treasurer and President, and held at a local financial institution. All money received shall be counted twice before deposit by two members of the Executive Board.

SECTION 4: REPORTING – All financial activity shall be recorded in a computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. If multiple accounts are opened in the name of TSES PTO, financial activity on all accounts will be reported monthly. The PTO shall arrange an independent review of all financial records each year by June 30.

SECTION 5: ENDING BALANCE – The PTO shall leave a minimum of \$5,000.00 in the treasury at the end of each fiscal year.

SECTION 6: CONTRACTS – Contract signing authority is limited to the Executive Board.

ARTICLE VI – BYLAW AMENDMENTS

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a general PTO meeting shall be considered for voting at a subsequent meeting. Notice of proposed amendment shall have been given at least thirty days prior to the meeting at which the amendment is voted upon. To adopt an amendment to the bylaws, two-thirds approval of all members present, and voting is required.

ARTICLE VII – DISSOLUTION

SECTION 1: DISSOLUTION – The Executive Board of TSES PTO may direct the question of dissolution to be submitted at a Special meeting of its members. Notice of Special meeting shall be give to each board member in written or printed form at least thirty (30) days prior to the date of such meeting.

SECTION 2: DISBURSEMENT OF FUNDS – In the event of dissolution of TSES PTO, any funds remaining shall be spent for the benefit of Timber Sage Elementary School or other USD230 entity, as approved by a majority vote at the Special meeting of its members.

SECTION 3: RECORDS – TSES PTO is obligated, upon dissolution of its organization, to maintain all its books and records for a period of five (5) years from the date of dissolution. These books and records will be stored at TSES or the USD230 Board of Education Office.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

SECTION 1: PURPOSE – The purpose of the conflict of interest policy is to protect TSES PTO’s interest when its contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the PTO 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, principle 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 INTEREST¹** – 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.

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 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 persona, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and vote 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.

¹ 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 conflict of interest exists.

- 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 PTO 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 PTO'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 investigations 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.

SECTION 4: RECORD 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 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 boards or committee's decision as to whether a conflict of interest in fact existed.
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, and 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 PTO 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 PTO 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 PTO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6: ANNUAL STATEMENTS – Each director, principle officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the PTO is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7: PERIODIC REVIEWS – To ensure the PTO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, includes the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures and arrangements with management organization conform to the PTO'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 in an excess benefit transaction.

SECTION 8: USE OF OUTSIDE EXPERTS – When conducting the periodic reviews as provided for in Section 7, the PTO may, but need not, use outside experts. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

These bylaws were adopted on this 4th day of September, 2018.