

Legend Springs Elementary PTO Bylaws

Amended April 12, 2024

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Article I – Name

The name of the organization shall be the Legend Springs Elementary PTO, also known as Legend Springs PTO (hereafter referred to as “PTO”).

Article II – Purpose

The PTO is organized for the purpose of supporting the education of children at Legend Springs Elementary by fostering relationships among the school, parents, staff, teachers and community, and providing supplemental educational items, activities and school improvements to benefit all students at Legend Springs Elementary School.

Article III – Policies

Section 1. The PTO is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter "Internal Revenue Code").

Section 2. The organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 3. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purpose of the organization.

Section 4. The organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office or devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.

Section 5. Marketing and Communication. All public communications and marketing shall be reviewed by, at minimum, two board members prior to distribution or publishing.

Article IV – Membership and Dues

Section 1. Any parent, guardian, or member of the community interested in the objectives of the PTO who is willing to uphold its Bylaws and policies may become a member. Members shall have the right to attend and participate in all regular and special meetings and public activities of the organization.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before an official meeting to be considered a member with voting rights.

Section 3. The membership year for the PTO shall run from July 1 through June 30.

Section 4. Members may be accepted at any time during the membership year as designated in Article IV, Section 3.

Section 5. Removal. Any member may be removed from membership with or without cause by a two-thirds vote of those present (assuming a quorum) at any type of meeting where appropriate notice has been given, as outlined in Article VI, Section 7.

Article V – Executive Board and Elections

Section 1. Executive Board. The Executive Board (heretofore referred to as “the Board”) shall be a President, Vice President, Secretary, Treasurer, Membership Coordinator, Marketing and Communications Coordinator, and Business Partner Coordinator(s). In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization. The duties of the Board shall be to transact business between meetings in preparation for the regular meetings, 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.

- a. President.** The President shall preside over meetings of the organization and the Board, serve as the primary contact for the PTO, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees 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. The Vice President shall also oversee the committees of this organization.
- c. Secretary.** The Secretary shall keep all records of the organization, take and record minutes of all meetings, prepare the meeting agenda with council of the President, and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies to have available at each meeting. Should the Secretary be absent from any meeting, another Executive Board member may take and record the minutes.
- 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 will distribute a financial statement at every meeting and at other times of the year when requested by the Board, and make a full report at the end of the year. The Treasurer will ensure timely filing of all Internal Revenue Service (IRS) and Arizona Corporation Commission (ACC) tax and other documentation as deemed necessary by federal and state laws. The Treasurer shall be required to ensure the timely completion of the annual audit, even if that should occur after transfer of the board position to the newly incoming Treasurer.
- e. Membership Coordinator.** The Membership Coordinator shall be responsible for membership recruitment, collecting membership dues, and managing the membership roster. When dues are collected in cash, the Membership Coordinator will communicate to at least 2 Executive Board Members who received the cash for deposit and the amount of cash given. This may be communicated in the chosen communication app for the Board as well.
- f. Marketing and Communications Coordinator.** The Marketing and Communications Coordinator shall be responsible for managing and implementing marketing strategies, including but not limited to social media, email distribution, written communications and graphics.
- g. Business Partnership Coordinator(s).** The Business Partnership Coordinator role may be held by more than one individual. The Business Partnership Coordinator(s) will engage with the broader community to create relationships with local businesses. Business Partnership Coordinator(s) shall be responsible for managing the business partnership program, solicit and secure sponsorships from the community for events, and manage the collection of in-kind donations.

Section 2. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the Election Meeting.

Section 3. Nominations and Elections. Elections will be held at the Election Meeting that takes place immediately prior to the end of the calendar school year for Legend Springs Elementary (hereafter referred to as the "Election Meeting"). The Nominating Committee shall consist of any member of the PTO in good standing at least 14 calendar days prior to the Election Meeting. Prior to the Election Meeting, the nominating committee shall select a candidate for each executive board position, as long as eligibility requirements are met as stated in Article V, Section 3. Nominations may also be made from the floor at this meeting. Voting shall be by voice vote if a slate is presented. If more than one person is running for an executive board position, a ballot vote shall be taken. Any candidate must receive a majority of votes of those present, assuming a quorum has been met, in order to be successfully voted into office. Should a candidate not receive the majority of votes needed, and no other candidate is on the ballot for consideration, that Board position shall remain vacant. New nominations and an election will be carried about by the Board, either by calling a Special Meeting or creating an online vote in which members in good standing may participate.

Section 4. Terms of Office. The term of the office shall be one year (July 1 to June 30). An officer may be elected to consecutive terms without statutory limits.

Section 5. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at any type of meeting where appropriate notice has been given, as outlined in Article VI, Section 7.

Section 6. Vacancies. If there is a vacancy in the office of President, the Vice President will become the acting

President and assume all responsibilities as outlined in Article V, Section 1, Subsection a. At the next regularly scheduled meeting or special meeting, a new Vice President will be elected by open nomination by any member in good standing that is present. A vote shall be taken by voice vote if a slate is presented and if more than one person is nominated for the executive board position, a ballot vote shall be taken. If there is a vacancy in any other executive board position, a special meeting may be called virtually or in person, open nominations shall be taken by any member in good standing that is present and a vote shall be taken by voice vote if a slate is presented and if more than one person is nominated for the executive board position, a ballot vote shall be taken. Should the meeting be conducted virtually, a virtual vote is acceptable as well. During any period where an executive board position is vacant (other than the President), the remaining Board shall carry out the duties of the executive board position as they see fit.

Article VI – Meetings

Section 1. Regular Meetings. There shall be meetings of this organization open to the Legend Springs Elementary community at a time and place determined by the Board. Notification shall be given in accordance with Article VI, Section 7. These meetings shall be conducted quarterly at a minimum and may be increased in frequency if deemed necessary by the Board.

- a. **Budget Meeting.** After the start of the Legend Springs Elementary academic school year and prior to the first Regular Meeting, a Budget Meeting shall be conducted to either approve the tentative budget approved at the prior year's Election Meeting, or shall make adjustments and approve a new budget. The Budget Meeting shall be open to all of the Legend Springs Elementary community, but only PTO members in good standing at the time of the meeting may vote on the budget approval.
- b. **Budget Reallocation Meeting.** A subsequent budget meeting may be called by any member of the Board if unallocated funds are discovered. It would be at the discretion of the Board to reallocate these funds. Budget reallocation meetings would be attended by Board members only, assuming a quorum is met.

Section 2. Special Meetings. Special 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. Previous notice of the special meeting shall be sent to the members, via email, at least 48 hours prior to the meeting.

Section 3. Executive Board Meetings. The Board shall conduct monthly meetings which shall only be open to the Board. The Secretary will record the minutes and shall make them available to all members in good standing once the meeting is officially adjourned. Approval of the minutes for Executive Board Meetings shall take place at the subsequent Executive Board Meeting or the next Regular Meeting, whichever takes place first. The Board may also call additional Executive Board Meetings throughout the year as deemed necessary.

Section 4. Adjourned Meetings. Between any other type of meeting, when the agenda or regular business of the previous meeting has not been covered, the Board may call an Adjourned Meeting as a continuation of the prior meeting, considering it was done before meeting minutes have been approved. Whether the adjourned meeting shall include only the Board or shall be open is at the discretion of the Board.

Section 5. Meeting Schedule Changes. Date, time and/or location of any meeting may be changed by the PTO Board with proper notice given to members, not to be less than 48 hours prior to the new date and/or time.

Section 6. Quorum. The quorum shall be 5 members of the organization, consisting of at least three Board members.

Section 7. Notification of Meetings. The Secretary will notify the members of the meetings via email at least one week prior to the meeting, with exception of meeting schedule changes and special meetings which may be altered no less than 48 hours prior.

Article VII – Financial Policies

Section 1. A tentative budget shall be drafted and presented at the Election Meeting for the following school year. This tentative budget shall be approved by a majority vote of all members present. The budget will then be discussed at the Budget Meeting for formal approval.

Section 2. The Treasurer shall keep accurate records of all financial transactions, including any disbursements, income, and bank account information.

Section 3. The Treasurer and Secretary shall have to approve all expenses not included in the budget which exceed \$100 but are less than \$200. This approval may be granted at the discretion of the Treasurer and Secretary if in agreement. If the Treasurer and Secretary are not in agreement, then the expense may be approved by a three-fourths majority of the Board.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 5. The PTO may allocate money in the annual budget to fund teacher/staff grants. Teachers and/or staff members must fill out a grant application and obtain a signature of the Legend Springs Elementary School Principal prior to submitting to the PTO for approval. Grant applications that are submitted within one week prior to a Regular, Special or Executive Board meeting shall be discussed and voted on at that upcoming meeting. A majority vote will be needed for approval, assuming a quorum. If a grant application is submitted at any other time and its approval would not exceed the allocated annual budget amount for teacher/staff grants, then the Board shall be allowed to vote on the grant either by electronic ballot or calling an Executive Board Meeting. Should the grant request, if approved, cause the annual budget fund for teacher/staff grants to exceed the allocated amount, a Special Meeting may be called for discussion and voting.

Section 6. Two authorized signatures shall be required on each check. Authorized signers shall be the President, Vice President and Treasurer.

Section 7. The Treasurer shall not obtain a debit/credit card connected to the PTO bank account.

Section 8. The Treasurer shall prepare a financial statement at the end of the fiscal year, to be reviewed by the Audit Committee. The Audit Committee shall consist of two members, in good standing, who are not bank signers.

Section 9. A monthly financial reconciliation shall be conducted by the Treasurer and Secretary and reported at the monthly regular meeting. Should there be any inconsistencies found in the reconciliation then the President will be notified prior to the scheduled meeting.

Section 10. The fiscal year shall begin on July 1 and end on the following June 30.

Article VIII – Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern meetings when they are not in conflict with the organization's bylaws or any other special/standing rules.

Article IX – Standing Rules

Standing rules may be approved by the Executive Board, and the Secretary shall keep a record of the standing rules for future reference.

Article X – Dissolution

Section 1. The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Section 2. Upon termination or dissolution of the Legend Springs Elementary PTO, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Legend Springs Elementary PTO hereunder shall be selected by the

discretion of a majority of the managing body of the Legend Springs Elementary PTO and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Legend Springs Elementary PTO by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Arizona.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

Article XI – Amendments

Section 1. These bylaws may be amended at any Regular, Special or Executive Board meeting. Amendments will be approved by a majority vote of those present, assuming a quorum.

Section 2. All revisions and/or amendments shall not be appended to the back of the Bylaws but changed and/or incorporated in the appropriate article and section. Documentation shall be maintained in the recording of the Secretary's minutes for the year revised.

Section 3. These Bylaws may be amended at any time but must be reviewed at least every fiscal year and presented to the Board for approval by a two-thirds vote.

Article XII – 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.

- a. 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.
- b. 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 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.

- a. 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.
- b. 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.

c. Procedures for Addressing the Conflict of Interest.

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

d. Violations of the Conflict-of-Interest Policy.

- i. 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.
- ii. 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:

- 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 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.

Section 5. 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.

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:

- i Has received a copy of the conflict-of-interest policy;
- i Has read and understood the policy;
- i Has agreed to comply with the policy; and
- i 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:

- 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.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, 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.

Article XIII – Annual Statements

Section 1. Whistleblower Protection Policy. Each director, principal officer, and member of a committee with governing board delegated powers shall annually receive a copy of the PTO’s Whistleblower Protection Policy. Upon starting a term as a member of the Board, a copy of this policy will be made available and each Board member shall be adherent to the policy.

Article XIV – Signatures

I do hereby certify that the above Conflict of Interest Policy and Agreement for Legend Springs Elementary PTO were approved and adopted by the Executive Board on September 26, 2023 and constitute a complete copy of the Conflict-of-Interest Policy of the corporation.

After the beginning of the fiscal year and prior to the beginning of the school year, every year, each Executive Board member shall review the Bylaws. After annual review and/or after any amendments, the Bylaws shall be signed by the President and Secretary.

President Melanie Adams-Boyle Date April 12, 2024

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Melanie Adams-Boyle (Apr 12, 2024 14:05 PDT)

Signature

Secretary Angela McCormick Date 21/04/2024

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Angela McCormick (Apr 21, 2024 12:59 PDT)

Signature