

**Cherry Park Elementary School of Language Immersion**  
**Parent-Teacher Organization, Inc.**  
**Bylaws**

**Article I – Name**

The name of the organization shall be the Cherry Park Elementary School of Language Immersion Parent-Teacher Organization (hereinafter referred to as Cherry Park Elementary PTO or the PTO).

**Article II – Purpose**

The purpose of the PTO shall be to support the education of children at Cherry Park Elementary School of Language Immersion (hereinafter referred to as Cherry Park Elementary or the school) by fostering relationships among the school, parents, teachers and community.

**Article III – Membership and Dues**

**Section 1. Membership**

Any parent, guardian, or other adult standing in loco parentis for a student at the School may be a member and shall have voting rights. Any faculty or staff member employed at the school may be a member and have voting rights. Each individual member of the PTO shall have one (1) vote.

**Section 2. Dues**

There are no annual dues to be a member of PTO.

**Article IV – Officers and Elections**

**Section 1. Executive Board.**

The PTO shall be governed by an Executive Board, which shall consist of the following officers: President, Vice President, Secretary, and Treasurer. 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. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required; to this end, no one person may hold the offices of President and Treasurer simultaneously. Any office may be co-chaired.

**Section 2. Eligibility.**

Officers of the Executive Board must be parents or legal guardians of at least one child attending Cherry Park Elementary.

### **Section 3. Nominations and Elections.**

- a. Elections will be held at the April meeting each school year.
- b. Nominations will be accepted for all offices prior to the election meeting. At that meeting, nominations may also be made from the floor.
- c. Voting may take place by voice or, upon request, by written ballot. Request for written ballot should be made at least two (2) days prior to election meeting.
- d. No person shall be elected to an office without his or her consent.

### **Section 4. Terms of Office.**

Officers are elected for one (1) year and may serve no more than two (2) consecutive terms in the same office.

### **Section 5. Compensation of Officers.**

The PTO may not compensate officers for their services as such but may provide for the payment of all expenses incurred by the officers in carrying out their duties.

### **Section 6. Removal From Office.**

Officers can be removed from office with or without cause by a two-thirds vote of those present at a regular meeting where previous notice has been given.

### **Section 7. Resignation.**

An officer may resign at any time by delivering notice to the PTO Executive Board. A resignation is effective when the notice is effective unless the notice specified a later effective date. If a resignation is made effective at a later date that is accepted by the PTO, the PTO may fill the pending vacancy before the effective date providing the successor does not take office until the effective date.

### **Section 8. Vacancies.**

If there is a vacancy in the office of President, the Vice President will serve as acting President until the next regularly scheduled meeting. At this meeting, a new 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 V – Duties of Executive Board Officers**

### **Section 1. President.**

The President shall:

- a. Preside over meetings of the PTO and Executive Board;
- b. Prepare each meeting's agenda and make copies available at that meeting;
- c. Prepare the annual PTO calendar by the first general meeting of the year;
- d. Serve as the primary contact for the principal;
- e. Represent the PTO at meetings outside the organization;
- f. Appoint Special Committees as needed;
- g. Serve as an ex officio member of all committees;
- h. Coordinate the work of all the officers and committees so that the purpose of the PTO is served;
- i. Sign checks, notes, etc. in the absence of the Treasurer;
- j. Coordinate elections of Executive Board members;
- k. Appoint a professional to perform an examination of PTO financial records.

### **Section 2. Vice President.**

The Vice President shall:

- a. Assist the President with duties as needed;
- b. Carry out the President's duties in his or her absence, resignation, or inability to serve;
- c. Take and distribute meeting minutes when the Secretary is absent;
- d. Oversee the committees of the PTO.

### **Section 3. Secretary.**

The Secretary shall:

- a. Maintain a complete written record of all meetings of the PTO and/or the Executive Board;
- b. Provide the minutes of each PTO meeting to the Executive Board, Principal, and members;
- c. Maintain a copy of the Minutes Book, PTO Bylaws, and current membership list and make available to any PTO member at any PTO meeting;
- d. Attend to any official correspondence on behalf of the PTO;
- e. Send notices of meetings to the membership;
- f. Provide a printed copy of these Bylaws to each newly elected Executive Board member prior to the first general PTO meeting.

## **Section 4. Treasurer.**

The Treasurer shall:

- a. Receive and give receipts for moneys due and payable to the PTO from any source whatsoever, and deposit all such money in the name of the PTO;
- b. Maintain and reconcile the PTO's checkbook with bank records;
- c. Maintain an accurate record of all receipts and expenditures;
- d. Pay out funds in accordance with the approved budget or as authorized by the Executive Board;
- e. Prepare the yearly budget for the new school year as determined by the Executive Board;
- f. Present a budget and financial statement at every meeting and at other times of the year when requested by the Executive Board;
- g. Prepare year-end financial statements for audit;
- h. Monitor and renew tax-exempt status annually.

## **Article VI – Interim Executive Board**

### **Section 1. Duties of Interim Executive Board.**

An Interim Executive Board shall be designated in order to

- a. Incorporate Cherry Park Elementary PTO;
- b. Obtain 501c3 tax exempt status for the PTO;
- c. Serve as the acting Executive Board for the remainder of the 2018-2019 school year, at which time the Executive Board shall be elected as set forth in Article IV, Section 3 above;
- d. Perform any other duties necessary to establish the PTO.

### **Section 2. Designation of Interim Executive Board.**

The Interim Executive Board is designated as follows:

President:	Erica Smith
Co-Vice-President:	Holly Yi
Co-Vice-President:	Eliza Lowrey
Treasurer:	Elizabeth Williams
Secretary:	Michelle DiEduardo

### **Section 3. Limitations of Interim Executive Board.**

Unless otherwise noted in Article VI herein, all limitations of the Executive Board shall also apply to the Interim Executive Board.

## **Article VII – Meetings**

### **Section 1. Regular Meetings.**

The regular meeting of the organization shall generally be on the third Monday of each month, as determined by the Executive Board. Dates and times of all regular meetings shall be presented at the first regular meeting of the school year. Regular meetings may be held without additional notice.

### **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 by any usual means of communication at least one week prior to the meeting.

### **Section 3. Election Meeting.**

Elections for Executive Board officers will be held at the April meeting each school year. Notice of the election shall be sent to the members at least one week prior to the meeting via email.

### **Section 4. Quorum.**

At any meeting of the PTO, power shall be exercised by a majority of the members present at such meeting. A single member shall constitute a quorum sufficient for the conduct of business at such a meeting.

### **Section 5. Notification of Meetings.**

The Secretary will notify members of any special meeting or election meeting at least one week prior to that meeting. Regular meetings shall be announced at the beginning of the school year and may be held without additional notice.

### **Section 6. Annual Executive Board Meeting.**

The Executive Board shall hold its annual meeting before the first day of each new school year to set regular meeting dates, draft a tentative budget to be approved at the first meeting of the year, and to otherwise plan for the coming school year.

### **Section 7. Action Without Meeting.**

Action required or permitted to be taken at a meeting of the PTO may be taken without a meeting if the action is taken by all Executive Board members. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the Minutes Book.

## **Article VIII – Committees**

### **Section 1. Formation of Committees.**

The Executive Board of the PTO may form committees as needed to carry on the work of the PTO. These committees may include, but are not limited to fundraising groups, community building groups, and service-oriented groups. These committees shall:

- a. Coordinate special events
- b. Report progress at PTO Executive Board meetings and regular PTO meetings, as requested by the Executive Board.
- c. Submit reports to the Executive Board upon completion of the project/event.

### **Section 2. Membership.**

Committees may consist of general members and board members, with the President acting as an ex officio member of all committees.

### **Section 3. Standing Committees.**

The following committees shall be held by the organization: Fundraising, Teacher Appreciation, Student Birthday, Box Tops, and Volunteer.

## **Article IX – Finances**

### **Section 1. Budget.**

A tentative budget shall be drafted in spring for the following school year and approved at a fall meeting by a majority vote of the members present.

### **Section 2. Use of Funds.**

PTO funds shall be used for programs, events, activities, and items that directly benefit the students of Cherry Park Elementary, with the exceptions of the annual Teacher Appreciation and staff holiday gifts.

### **Section 3. Income.**

All funds raised by the PTO must be documented and submitted to the PTO Treasurer within ten (10) days of receipt. All funds received by the Treasurer must be deposited into the PTO bank account within five (5) days of receipt by the Treasurer. Separate deposit receipts should be maintained for funds received from unique fundraising events, should those occur.

## **Section 4. Expenses.**

### **a. Approval.**

The Executive Board shall approve all expenses of the organization.

### **b. Reimbursements and Cash Advances.**

- i. Reimbursements for expenses shall be made only after receipts for the expenditures have been audited, documented, and approved by the PTO Treasurer.
- ii. Reimbursement requests should be submitted to the Treasurer within thirty (30) days of the incurred expense, or by the three (3) weeks prior to the end of the fiscal year, whichever comes first.
- iii. All reimbursement requests must be accompanied by a receipt.
- iv. Any cash advance to cover expenses prior to a purchase must be documented in detail. All unused funds must be returned to the PTO Treasurer immediately following the purchase.

## **Section 5. Loans.**

No loans shall be contracted on behalf of the PTO and no evidence of indebtedness shall be issued in its name unless authorized by the Executive Board. Such authority may be general or confined to specific instances.

## **Section 6. Gifts.**

The Executive Board or any officer of the Executive Board may accept, on behalf of the PTO, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the PTO.

## **Section 7. Investments.**

The PTO shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive board, provided that no action is a prohibited transaction or would result in the denial of the PTO's tax exemption status.

## **Section 8. Non-Budgeted Requests.**

Monetary requests for non-budgeted items may be submitted to the PTO at any PTO meeting by any member. A vote for approval of the monetary disbursement shall be taken at the next regular meeting, or a special meeting called to vote if needed.

## **Section 9. Records and Reporting.**

The Treasurer shall keep accurate records of any disbursements, income, and bank account information. An updated financial report shall be made available in printed form to each PTO member at each PTO meeting. A copy will also be placed in the PTO Financial notebook at Cherry Park Elementary.

## **Section 10. Balance.**

A sufficient amount must be kept in the PTO bank account at all times.

## **Section 11. Checks and Drafts.**

All checks, drafts or other orders for the payment of money, issued in the name of the PTO shall require two authorized signatures. Authorized signers shall be the President, Treasurer, and Principal.

## **Section 12. Fiscal Year.**

The fiscal year shall coordinate with the school year.

## **Section 13. Disbursements of Funds Upon Dissolution.**

Upon the dissolution of the PTO, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

# **Article X – 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 PTO or that 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 executive 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 executive 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 executive 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.

## **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 executive board-delegated powers shall annually sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understood the policy;
- c. Has agreed to comply with the policy; and
- d. 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 XI – Indemnification**

The PTO shall indemnify and hold harmless every Executive Board Member or Officer or Duly Authorized Agent of the Board or volunteer, their heirs, executors, and administrators, against all loss, cost and expenses, including attorney’s fees, reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party, by reason of being or having been a Board member, including reasonable matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director, Officer or other Member of the Executive Board may be entitled.

The Executive Board shall take all such action as may be necessary and appropriate to authorize the PTO to pay the indemnification required by this bylaw, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such person. The Executive Board may appoint a committee or special counsel to make such determination and evaluation.

## **Article XII – General Operating Policies**

### **Section 1.**

The PTO shall not violate the district’s personnel agreements, contracts, policies, or interfere with the professional performance of the school staff.

### **Section 2.**

The PTO shall not infringe on the legal rights of individual students, groups of students, teachers, parents, or the community.

### **Section 3.**

The PTO shall not become involved in, or interfere with, specific curriculum decisions unless the district or school requests input.

### **Section 4.**

The PTO 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.

### **Section 5.**

No part of the net earnings of the PTO shall benefit its members, directors, officers, or other private persons.

### **Section 6.**

No member, officer, or representative of the PTO shall take any action or carry on any activity by or on behalf of the PTO that is prohibited by law or that would result in the denial of the PTO's tax exemption status.

## **Article XIII – Dissolution**

The PTO may be dissolved with previous notice (14 calendar days) and a majority vote of those present at the meeting. Any remaining PTO funds should be disbursed as detailed above in Article IX, Section 13.

## **Article XIV – Amendments**

Except as otherwise provided in the articles of incorporation or by law, these bylaws may be amended or repealed and new bylaws may be adopted by the Executive Board of the PTO.