Bylaws of Glenview Middle School PTO

Article I - Name

The name of the organization shall be the Glenview Middle School PTO, (hereafter "PTO"). The PTO shall be located at Glenview Middle School 2575 Old Williamston Road, Anderson, South Carolina 29621.

Article II - Purpose

The PTO is organized for the purpose of supporting the education of children at Glenview Middle by fostering relationships among the school, parents, and teachers.

Article III - Members

Any parent or guardian of a Glenview Middle student may be a member and have all the rights and privileges of membership. The principal and any teacher employed at the school may be a member and have all the rights and privileges of membership. Membership fees shall be established by the Executive Board.

Article IV - Officers and Elections

A. Officers.

The officers shall be a President, Secretary, and Treasurer. During any year, the Executive Board may elect to have officers in the position of President Elect and Treasurer Elect. In the event that those positions are established, the positions shall be filled in the same manner as the other officers of the PTO. The

PTO Board shall consist of the officers, the principal, any board member appointed by the Executive Board, and any member of administration the principal requests to sit on the Board.

1. President.

   The president shall preside over meetings of the PTO and executive board, serve as the primary contact for the principal, represent the PTO at meetings outside the PTO, 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 PTO is served.

2. Secretary.

   The secretary shall keep all records of the PTO, take and record minutes, handle correspondence, 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, and brings them to meetings.

3. Treasurer.

   The treasurer shall receive all funds of the PTO, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested, and make a full report at the end of the year.

B. Eligibility.

Members are eligible to serve for an office if they are in good standing at least 14 calendar days before the Nominating Committee presents its slate.

C. Terms of Office.

Officers are elected for a one-year term. Officers may serve for consecutive terms if selected by the Nominating Committee. Each person elected shall hold only one office at a time. Terms shall begin at the July meeting of the PTO and conclude at the last regular meeting prior to the July meeting.

D. Nominations and Elections.

Nominations shall be made by the Nominating Committee. The Nominating Committee shall present a slate of nominations for each office for the next fiscal year. The Board shall vote to approve or modify the slate. The slate shall be presented and a vote held at the second to last meeting of the school year. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

E. Vacancies.

If there is a vacancy in the office of president, the Nominating Committee shall present a candidate for the office. If the candidate selected is currently serving in another office of the PTO, the

Nominating Committee shall present a candidate for that office at the same meeting. The Board shall vote to approve or modify the candidates presented.

F. Removal From Office.

Officers can be removed from office with or without cause by a two-thirds vote of the Board.

Article V - Meetings

A. Regular Meetings.

The regular meetings of the PTO shall be determined by the Executive Board at the beginning of the school year. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the Executive Board between the months of July through May. In the event that the Executive Board determines that a June meeting is necessary, that meeting shall occur at a date and time to be determined by the Executive Board.

B. 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.

C. Quorum.

Half the number of board members plus one constitutes a quorum. Votes may be made by voice or by email should a vote be required before or after a monthly meeting.

Article VI - Executive Board

A. Membership.

The Executive Board shall consist of the Officers and the principal.

B. Duties.

The duties of the Executive Board shall be to transact business between meetings in preparation for the monthly meetings, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the Board, approve routine bills, and prepare reports and recommendations to the Board or membership.

Article VII - Committees

A. Membership.

Committees shall consist of members and/or Board members, with the President acting as an ex-officio member of all committees. Committee chairpersons shall be invited to attend all meetings but will be asked by the President to attend meetings believed to be pertinent to the purpose of that Committee.

Article VIII – Finances

A. Budget.

A tentative budget shall be drafted in the spring for each school year and approved by a majority vote of the members present. The Board shall approve all expenses of the PTO by approval of the budget. In the event that expenses not included in the budget are to be incurred by the PTO, the Board shall approve those expenditures by a quorum as set forth in Article IV(D) above.

B. Recordkeeping

The treasurer shall keep accurate records of any disbursements, income, and bank account information. Authorized signers shall be the President and the Treasurer.

C. Financial Statement

The treasurer shall prepare a financial statement at the end of the year, to be presented to the Board summarizing the adherence to the budget and any authorized additional expenditures.

D. Fiscal Year

The fiscal year shall run July 1 through June 30 of each calendar year.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the PTO's bylaws.

Article X – 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 XI – Dissolution

The PTO may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. In the event of dissolution of the PTO any funds remaining shall be used to pay any outstanding bills and, with the Board's approval, spent for the benefit of the school.

Article XII – Amendments

These bylaws may be modified and/or amended at any regular or special meeting. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Conflict of Interest Policy

A. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt PTO's interest when it is contemplating entering into a

transaction or arrangement that might benefit the private interest of an officer 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 PTOs.

B. 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: an ownership or investment interest in any entity with which the PTO has a transaction or arrangement; a compensation arrangement with the PTO or with any entity or individual with which the PTO has a transaction or arrangement; or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PTO is negotiating a transaction or arrangement.

3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. A financial interest is not necessarily a conflict of interest. A

person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. 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 Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board 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. 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. After exercising due diligence, the Board 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members 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.

D. Violations of the Conflict of Interest Policy.

If the Board 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of Proceedings.

The minutes of the Board meetings shall contain: 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; the Board's decision as to whether a conflict of interest in fact existed; 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.

F. Compensation.

A voting member of the Board or Committee who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the 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.

G. Annual Statements.

Each Officer, principal, and member of a committee with governing 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 PTO 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.

H. Periodic Reviews.

To ensure that the PTO 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: whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining; and whether partnerships, joint ventures, and arrangements 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 an excess benefit transaction.

I. Use of Outside Experts.

When conducting the periodic reviews as provided for in the above Section, the PTO may, but need not, use outside advisers. If outside

experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

These bylaws were adopted on _____.

President_____Date_____

Secretary_____Date_____