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# HALL FLETCHER ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION BYLAWS

## **Article I. Organization Name**

This organization shall be called the Hall Fletcher Elementary School Parent Teacher Organization (PTO).

## **Article II. Organization Purpose**

The PTO has been assembled for the following purposes:

- 1) To promote the welfare of Hall Fletcher Elementary School (HFE) and the students therein; to bring closer relationships between the parents/guardians of the students and the school staff and faculty; to support the activities and programs of the school through financial and/or volunteer support.
- 2) To promote and follow the Comer Principles: Collaboration, Consensus, and No-Fault Atmosphere, as adopted by HFE.
- 3) To use any monies for the benefit and improvement of the school and school community. The PTO shall maintain status as a 501(c)3 nonprofit organization. All Officers and committee chairs are to be volunteers who do not receive financial compensation for these roles with the PTO.

## **Article III. Membership**

All parents or guardians with a child enrolled at HFE; all members of the teaching staff; and the school's principal and vice principal are members of the PTO (individually may be referred to as a Member or collectively as Members or Membership). Activities available to Members shall include, but are not be limited to: attendance at General Meetings; voting or speaking at General Meetings; participation at events that are sponsored by the PTO for the benefit of the school community. A schedule of events shall be communicated to Members as it becomes available.

## **Article IV. Officers and Elections**

### **Officers**

- 1) Officers of the Board shall be comprised of the President, Vice President, Secretary, Treasurer, Community Engagement Coordinator, Communications Coordinator, and At-Large Officers (Officers). Additionally, a President Emeritus may provide continuity and consistency to the organization during the annual

transition of officers; therefore newly elected officers may exercise the option to include a President Emeritus on the Board.

- 2) Officers shall perform the duties specified below, any other duties prescribed to his or her position within these bylaws, and such other duties as may be delegated to him or her. Officers are encouraged to enlist the assistance of Members to complete specific or ongoing duties as needed but each Officer shall remain responsible for oversight and performance of those duties.
  - a. President: The President shall preside over meetings of the PTO and Board; serve as the primary PTO contact for the principal of Hall Fletcher Elementary; represent the PTO at meetings outside the organization; serve as an ex officio member of all committees except the Nominating Committee; coordinate the work of all the Officers and committees; and shall perform other duties as assigned by the Board. The President shall also maintain relationships with parent representatives and community leaders of non-PTO committees to assist in mutually supporting HFE whenever possible.
  - 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 be responsible for the activities of the Fundraising Committee, ensuring activities align with the PTO's mission and providing support to the committee chair.
  - c. Secretary: The Secretary shall record minutes from the PTO Board and General meetings. The Secretary shall keep all records of the organization, including minutes of the Board, General, and committee meetings, bylaws, rules, membership list, and any other necessary documents.
  - d. 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 Board. He or she will present a financial summary at every General Meeting and at other times of the year when requested by the Board, and make a full report at the beginning and end of each school year. The Treasurer shall follow the processes outlined in Article VIII. Finances of these bylaws.
  - e. Community Engagement Coordinator: The Community Engagement Coordinator shall oversee the efforts to strengthen community connections among Hall Fletcher Elementary families, staff, faculty, and students including

- oversight of the Room Parent Committee. He or she shall also oversee efforts to connect with external individuals and organizations to promote the mission of the PTO. This person shall serve as the primary liaison between the Board, Membership, the VISTA Volunteer Coordinator, room parents, and the Asheville City Schools Foundation Liaison.
- f. **Communications Coordinator:** The Communications Coordinator shall lead communications efforts, including social media campaigns, press releases, outreach efforts external and internal to the Hall Fletcher Elementary community, and marketing and advertising of special events and fundraisers. This role also includes working with the HFE Technology Officer on social media outreach efforts.
  - g. **At-Large Officers:** At-Large Officers shall assist with the obligations of the PTO and with the duties of the other Officers as needed. There shall be up to four positions elected with at least one position filled by a Spanish-speaking Member. Expectations of At-Large Officers include involvement with PTO events and projects, engagement with Members to promote PTO involvement, and facilitating communication of needs and concerns between the Board and Members.

## **Elections**

- 1) **Nominations:** A Nominating Committee shall be established by a call for volunteers at the last General Meeting of the school year. The first person to volunteer or confirm nomination to serve on the Nominating Committee shall be designated the chairperson. The Nominating Committee shall advertise the positions of the Officers to the Membership using as many communication methods as feasible. The Nominating Committee shall collect the names of those interested in serving as an Officer and shall create a slate of nominees to present at the first General Meeting of the school year. Nominations may also be made from the floor during the presentation of the slate. A slate of nominees, including any made from the floor, shall be distributed to the Membership for voting.
- 2) **Eligibility:** All Members are eligible to run for an Officer position.
- 3) **Terms of Office:** Officers are elected for one year and may serve no more than three (3) consecutive terms in the same office. Each person elected shall hold only one office at a time. Officers shall be elected by a majority of votes received from those ballots returned by Members. Duties of each office should be assumed at the close of the election process. All Officers are required to attend

all General Meetings and Board Meetings but shall be allowed two absences for each meeting type per Officer, per school year.

4) Elections Process:

- a. The Nominating Committee shall present the slate of nominees for all Officer positions at the first meeting of the school year and shall take additional nominations from the floor at that time. A final ballot shall be distributed to all Members through the most appropriate means of communication, e.g. homework folders, emails, etc.
- b. Ballots shall be returned to a person or persons who are not Members. Ballots may be tallied by this same person or another, non-Member volunteer. The results shall be communicated to the Nominating Committee who will then notify the candidates and announce the results to the Membership.
- c. Newly elected Officers shall receive a copy of these bylaws and any other descriptive materials detailing the responsibilities of the position.

5) Vacancies: If there is a vacancy in the office of President, the Vice President will become the President. At the next regularly scheduled General Meeting, a new Vice President will be elected. If there is a vacancy in any other office, it shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board.

6) Removal From Office: Officers can be removed from office with or without cause by a two-thirds vote of those present at a General Meeting provided notice of such action is given to the Membership at least 14 days prior to the meeting.

7) End of Service: Any and all official documents and materials shall be transferred to an Officer's successor or the President at the end of service.

## **Article V. General Meetings**

1) General Meetings: Regular, general meetings (General Meeting) of the PTO shall be held monthly. A specific day, time, and location shall be determined by the Board and may be modified as necessary. Any change in schedule shall be communicated as soon as possible to the Members, preferably with two weeks advance notice.

The Secretary will notify Members at least seven days prior to the meeting through multiple communication methods which may include homework folder inserts, emails, social media outlets, bulletin boards, and automatic phone calls.

General Meetings will be held a minimum of eight times per year.

- 2) Annual Meeting: The Annual Meeting will be held concurrently with the second General Meeting of the school year. The Annual Meeting is for discussion and approval of the budget, assigning committee members, and conducting other business that should arise.
- 3) Special Meetings: Special Meetings may be called by the President, any two members of the Board, or five general Members by submitting a written request to the Secretary. Notice of the Special Meeting shall be communicated to the Members at least 14 days prior to the meeting through various communication methods as mentioned previously but at a minimum shall include homework folder inserts and automatic phone calls.
- 4) Quorum: The quorum required for a vote during a General Meeting shall be a minimum of 10 Members plus 50% or more of the membership of the Board. Proxy votes will not be accepted nor acknowledged.
- 5) Parliamentary Authority: Robert's Rules of Order shall govern all meetings except when they are in clear and direct conflict with these PTO bylaws.

## **Article VI. Board**

- 1) Board Membership: The Board shall consist of the elected Officers, the HFE principal, and Standing Committee Chairs.
- 2) Duties: The Board shall govern the PTO by overseeing all operations and activities of the organization. The duties of the Board shall include, but are not limited to, transacting business between meetings in preparation for the General Meeting, creating standing rules and policies, creating standing and temporary committees, preparing and submitting a budget to the Membership, approving routine bills, approving requests for payments, and preparing reports and recommendations to the Membership. Officers are required to attend all Board Meetings but shall be allowed two absences per school year. Standing Committee Chairs and the HFE principal are requested, but not required, to attend all Board Meetings.
- 3) Quorum for Voting: All Officers shall be eligible to vote. Standing Committee Chairs and the HFE principal do not have voting privileges. The quorum required for a vote by the Board shall be a simple majority of the Officers. If one position is filled by two Members (position sharing), the quorum shall only count one vote even if both

Members are present.

If a quorum is not reached during a Board meeting, or a vote is required outside of the meeting schedule, a quorum may be obtained by soliciting votes by email or other electronic means which are documented by the President. Since one purpose of the Board is to promote discussion of issues, which is best done with in-person participation at meetings, voting outside of meetings shall be kept to a minimum.

## **Article VII. Committees**

- 1) Membership: Committees may consist of any PTO Members with the President acting as an ex officio member of all committees except the Nominating Committee.
- 2) Standing Committees: Standing Committees meet an ongoing need or purpose of the PTO. While the level of committee activity may fluctuate, the underlying goal of a Standing Committee requires a consistent and continuous participation. Chairpersons of Standing Committees shall be considered members of the Board.

The Board may disassemble or appoint Standing Committees as needed. Current Standing Committees include:

- a. Room Parent Committee with involvement by at least one At-Large Officer and oversight by the Community Engagement Coordinator.
  - b. Fundraising Committee with oversight by the Vice President.
  - c. Racial Equity Team with oversight by the President.
  - d. Community Events Committee with oversight by the Community Engagement Coordinator.
  - e. FEAST Committee with oversight by the Vice President.
  - f. Wellness Committee with oversight by an At-Large Officer.
- 3) Temporary Committees: Temporary Committees meet a very time-limited need of the PTO. Temporary Committees may be formed to handle the responsibilities of specific, unexpected or recurring events. At the completion of such events, the Temporary Committee shall be considered dissolved. Chairpersons of Temporary Committees shall not be considered members of the Board.

## **Article VIII. Finances**

- 1) A tentative budget shall be drafted by the newly elected Board at the beginning of the school year and presented to the Membership for discussion and approval at the Annual Meeting.
- 2) The Treasurer shall keep accurate records of any disbursements, income, and bank

account information.

- 3) The Board shall approve all expenses of the PTO. Miscellaneous expenses required for basic operation of the PTO, e.g. postage stamps, or for continuous expenses that have been previously approved, e.g. popcorn supplies, shall not require Board approval.
- 4) Authorized check signatories shall be the President and Vice President.
- 5) The Treasurer shall prepare and present financial statements at the Board and General Meetings.
- 6) The fiscal year shall coordinate with the school year. The PTO's IRS Form 1023 and annual information returns (IRS Form 990 or 990EZ) for the most recent three years shall be available to the public upon request as required by federal law.
- 7) An Annual Meeting will be held to present the approved budget for the fiscal year. Monies raised by the PTO will be spent as specified in the approved budget. Any additional, non-budgeted expenditures must be approved as follows:
  - The PTO shall not be liable for any non-budgeted monetary expenditures of \$100 or more without submission of such expenditures to the Officers and approval by a majority vote of the Officers. This approval must occur before the expense is incurred.
  - The PTO shall not be liable for any non-budgeted monetary expenditures of less than \$100 without prior approval of the PTO President and Treasurer. This approval must occur before the expense is incurred.

### **Check Requests**

A Check Request Form (Check Request) is necessary to initiate the disbursement of PTO funds. The following background data should be recorded on the form:

- PTO Event / Activity Name
- Date Submitted
- Reason for Request / Description of Expense
- To Whom the Check should be Payable
- Amount of the Request

It is also necessary to mark whether the expense falls within the allotted annual budget or whether the expense exceeds the annual budget and was approved at a previous Board meeting. If the expense exceeded the annual budget, the Check Request must include the meeting date of when the expense was approved. All invoices and supportive documentation should be attached to the Check Request.

The Check Request must be approved and signed by two Officers.

NOTE: Any commitment of funds that does not follow these policies is the personal responsibility of the initiator.

### **Article IX. Dissolution**

The PTO may be dissolved with notice 14 days notice prior to a vote requesting such action at a General Meeting. A two-thirds vote of those present at the General Meeting (quorum not necessary) shall approve dissolution.

Upon the dissolution of the PTO, any remaining funds should be used by the PTO, as coordinated by the Treasurer, to pay any outstanding bills. After all outstanding debts are paid and, with a quorum of the Membership's approval, remaining funds shall be spent for the benefit of the school and school community within 30 days of the PTO's dissolution.

### **Article X. Amendments**

These bylaws may be amended upon presentation of the proposed changes and opportunity for discussion at a General or Special Meeting. A quorum for the meeting must be met and amendments will be considered approved by a two-thirds vote of those present.

### **Article XI. Conflict of Interest Policy**

The purpose of the conflict of interest policy is to protect the PTO and its tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a PTO Board Member 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.

- 1) Interested Person: Any member of the Board or PTO committee with 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. “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 the “Procedures Section” below, 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.

#### **A. 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 Board and members of committees with 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 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:**
  - a. An Interested Person may make a presentation at the 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.
  - b. The chairperson of the 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 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 Board or committee shall determine by a majority vote of the disinterested Board

or committee 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.

4. Violations of the Conflict of Interest Policy:

- a. If the 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 investigation as warranted by the circumstances, the 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.

**B. Records of Proceedings**

The minutes of the 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 Board's 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.

**C. Compensation**

1. A voting member of the 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 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.

#### **D. Annual Statements**

Each Board member and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

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

#### **E. 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:

- 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 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.

#### **F. Use of Outside Experts**

When conducting the periodic reviews 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.