

ALLENSTOWN PTO

Bylaws

Adopted: October 14, 2014
Amended: November 13, 2018

Article I: NAME

The name of the organization shall be Allenstown PTO.

Article II: PURPOSE

Allenstown PTO is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The activities of Allenstown PTO include, but are not limited to:

1. Enriching the education and character development of the students who attend Allenstown Elementary School (AES) and Armand R Dupont School (ARD);
2. Promoting the welfare of the children attending AES and/or ARD in school, home and the community;
3. Promoting open communication between the students, parents, administration, and staff; and
4. Engaging in other charitable, civic, or educational activities that contribute to the public education of the community.

Article III: GENERAL POLICIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 these bylaws.

The Allenstown PTO shall make no commitments on behalf of the PTO unless specifically designated by the Allenstown PTO Executive Board.

Article IV: MEMBERSHIP

Section I: Membership

Membership in the Allenstown PTO shall be open to those individuals who are committed to its purpose and who are parents, grandparents or legal guardians of student(s) of AES and/or ARD and members of the staff of AES and/or ARD.

Section II: Qualification

The membership year shall be July 1st through June 30th. Membership in the Allenstown PTO shall be made available without regard to race, color, creed, gender, sexual orientation, or national origin, under such rules and regulations as are not in conflict with the provisions and bylaws of this organization.

Members, who apply for membership into the Allenstown PTO, will be a member in good standing with voting rights at the Annual Meeting fourteen calendar days after membership is approved by the Executive Board. A member must be present at the Annual Meeting, when voting takes place, to exercise his/her right to vote.

Article V: MEETINGS

Section I: Executive Board Meetings

Executive Board Meetings will generally be held monthly, or as needed. Attendance at Executive Board meetings are open to the public. Any voting that takes place at an Executive Board Meeting is limited to active members of the Executive Board. Executive Board Meetings may be listed as “PTO Meeting” in school and PTO communications.

Section II: Annual Meeting

The Annual Meeting will generally be held in either May or June for the purpose of electing officers and directors and approving a budget for the upcoming fiscal year. Voting at the Annual Meeting is limited to the Executive Board and all qualified Members, as defined above. The Annual Meeting will generally be held before or after the monthly Executive Board Meeting and voting at each meeting will be limited to those qualified to vote.

Section III: Quorum

The quorum for the Annual Meeting is met when the number of Executive Board members present is equal to half the number of voting Executive Board members elected plus one. This quorum will also be required for any other election of Officers and/or Directors throughout the year, as necessary, as outlined in the Vacancies and Removal from Office sections, or for Dissolution of the organization. A quorum for the monthly Executive Board Meeting is four.

Article VI: EXECUTIVE BOARD

Section I: Membership

The Executive Board shall consist of the following:

Officers

President
Vice President
Secretary
Treasurer

Directors

Financial Secretary
Director – Staff Support (AES)
Director – Staff Support (ARD)
Director – Donations
Director – Savers Programs
Director – Support

Ex-officio

Principal (AES)
Principal (ARD)

Section II: Officers

The Officers shall be President, Vice President, Secretary, and Treasurer. Officers shall assume their duties on July 1 and serve until June 30 at the end of their term and may only hold one Officer position at a time.

Section III: Executive Board Duties

The duties of the Executive Board shall be to transact business between meetings in preparation for the Executive Board Meetings and Annual Meeting, 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.

All members of the Executive Board shall:

- Attend monthly Executive Board meetings.

- Be a member in good standing.
- Deliver to their successors all properties of this organization upon expiration of their term of office.
- Maintain copies of the previous fiscal year's records as given to them by the predecessors.
- Deliver to the Executive Board all properties of this organization upon resignation of unexpired term.

Section IV: Conducting Business Electronically

To expedite business decisions and respond to requests between meetings, the Executive Board may conduct business electronically. The President is the first point of contact of the issue in question. In the event the President is unavailable, the Vice President should be contacted. The President/Vice President will present the issue/decision to the Executive Board for discussion. Once a minimum of 4 people have responded, the President/Vice President can ask for a motion to be made. The issue can then be voted on. A majority of respondent votes rules. Regular quorum procedures must be followed for those circumstances that require a quorum. Any actionable business conducted electronically will be an agenda item for the next meeting. It can then be recorded by the Secretary.

Section V: Positions

a. President-

- Preside over all meetings of the Allenstown PTO and Executive Board.
- Serve as the primary contact for the principal(s).
- Represent the organization at meetings outside the organization.
- Establish additional committees.
- Serve as an ex-officio member of all committees.
- Coordinate the work of all officers and committees, so that the purpose of the organization is served.
- Authorized to sign the checks of the Allenstown PTO.
- Ensure periodic reviews are done in accordance with the organization's Conflict of Interest policy.
- Ensure all annual and required state and federal forms are filed timely (i.e. IRS, State of NH, Attorney General)

b. Vice President-

- Act as an aide to the president.
- Perform the duties of the president in his/her absence or inability to serve.
- Maintain current log-in, contact info and documentation on all Fundraisers.
- Maintain current log-in, contact info and documentation on the Allenstown PTO website and social media accounts.
- Primary contact for creation and maintenance of website and social media communications.
- In conjunction with the Secretary, review, approve (and obtain school approval) and, if appropriate, create Allenstown PTO communications (e.g. bulletin boards, newsletters, flyers, etc.).
- Authorized to sign the checks of the Allenstown PTO.

c. Secretary-

- Keep all records of the organization.
- Take and record minutes.
- Prepare the agenda.
- Handle Allenstown PTO correspondence.
- Sends Allenstown PTO meeting and event schedules to school representatives for update on website, school newsletter, parent/student communication, etc.
- In conjunction with the Vice President, review, approve (and obtain school approval) and, if appropriate, create Allenstown PTO communications (e.g. bulletin boards, newsletters, flyers, etc.).
- Send notices of meetings to the membership.
- Keep a copy of the minutes, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

- d. **Treasurer-**
- Receive and deposit funds of the organization.
 - Keep an accurate record of receipts and expenditures.
 - Maintain a filing system for deposit and expenses.
 - Pay out funds in accordance with the approval of the Executive Board.
 - Present a financial statement at every meeting and at other times of the year when requested by the Executive Board.
 - Responds to audit requests in a timely manner.
 - Make a full financial report at the end of the year.
 - Work with the Executive Board to create the annual budget; Present the budget at the annual membership meeting.
 - Perform the complete and timely filing of all federal and state tax returns, as well as other financial reports, such as those pertaining to Allenstown PTO's 501(c)3 status. May seek out external support if approved by the Executive Board.
 - Secure two authorized signatures on all checks.
 - Authorized to sign the checks of the Allenstown PTO.
- e. **Financial Secretary -**
- a. Receive funds of the organization.
 - b. Reconcile monthly bank statements for accuracy.
 - c. Present a financial review at every meeting and at other times of the year when requested by the Executive Board.
 - d. Review the Treasurers full financial report at the end of each year.
 - e. Maintains backup filing system for organization financials, as needed.
 - f. Issue receipts for monies received and maintain records.
 - g. Be responsible for turning all monies over to the Treasurer in a timely manner.
- f. **Director – Staff Support (AES/ARD) -**
- Communicates with the school Principal(s) to obtain dates, times, locations of staff meetings.
 - Attends staff meetings at AES and/or ARD when invited by Principal(s) to discuss, answer questions and report on the activity of the Allenstown PTO with the school staff.
 - Collects Staff Requests and presents them to the Executive Board.
 - Helps to recruit staff volunteers for PTO events and/or positions.
 - Informs the Allenstown PTO of school-wide activities (and vice versa for the Allenstown Schools) (e.g. school fundraisers, dances, other events) to avoid conflicting PTO and school activities.
 - Distribute approved Allenstown PTO communications, upon request.
- g. **Director – Donations -**
- Reach out to businesses and parents to seek donations for the Allenstown PTO.
 - Coordinate the pick-up of donations.
 - Provide businesses with appropriate paperwork to document their donations; keep copies of documentation for organization records.
 - Document businesses that donate to the Allenstown PTO and maintain their contact information.
- h. **Director – Savers Programs -**
- Maintain current log-in, contact info and documentation on all Savings Programs (e.g. Box Tops for Education, Shoparoo, etc.) and coordinate execution of these programs.
 - Create and update, with Principal approval, Box Tops Bulletin Boards at each school, monthly flyers and contests.

- Report to the Executive Board the monthly counts of Box Tops submissions and funds received for each school.
 - Report to the Executive Board the status of any other savers programs.
- i. **Director – Support -**
- Serve as support for the Executive Board.
- j. **Principal (AES) -**
- Ensures that all Allenstown PTO activities are in accordance with the policies and procedures of AES.
 - This ex-officio role has no voting rights.
 - Attendance at monthly meetings alternates with Principal (ARD).
- k. **Principal (ARD) -**
- Ensures that all Allenstown PTO activities are in accordance with the policies and procedures of ARD.
 - This ex-officio role has no voting rights.
 - Attendance at monthly meetings alternates with Principal (AES).

Section VI: Nominations and Elections

Elections will be held at the Annual Meeting each year. Nominations may be made by any member, including Executive Board members, if made to an Officer within 14 calendar days prior to the Annual Meeting. The Officers shall present a slate of nominated officers and directors. Voting shall be by voice vote, if an unopposed slate is presented. If more than one person is running for a position, a ballot vote shall be taken.

Section VII: Eligibility

Members are eligible for Executive Board positions if they are members in good standing at least 14 calendar days before the Annual Meeting.

Section VIII: Terms

Officers and Directors shall have a one (1) year term.

Section IX: Vacancies

If there is a vacancy in the office of President, the Vice President will become the President. At the next regular Executive Board meeting, a new Vice President will be appointed by the Executive Board, assuming a quorum. If there is a vacancy in any other Executive Board position, a member will be elected at the next regular Executive Board meeting, assuming a quorum.

Section X: Removal from Office

Officers and members of the Executive Board can be removed from positions by the Executive Board with or without cause, assuming a quorum, at a regular or special meeting where previous meeting notice has been given.

Article VII: COMMITTEES

Section I: Membership

Committees may consist of members and board members, with the President acting as an ex-officio member of all committees. All committees are to serve until the completion of the work for which they were established.

Section II: Standing Committees

The following committees shall be held by the organization: Auditing Committee.

Section III: Additional Committees

The President may appoint additional committees as needed.

Section IV: Committee Descriptions

a. **Auditing Committee –**

- Shall be appointed by the Officers.
- Composed of at least two (2) members in good standing, unless the Officers have voted to contract external services.
- Audit the organization’s books at any time deemed necessary or prudent by the president, or the executive board, by a majority vote, but no less than annually at the close of the fiscal year.
- A template will be provided to the Audit Committee.
- Prepare a written report to the Executive Board within 30 days of the close of an audit.
- This committee may be required to perform work during the summer months.
- No member of the audit committee may be related by blood or marriage, or reside in the same household, as the Treasurer, Financial Secretary, or any of the authorized signers of checks.

Article VIII: FINANCES & ANNUAL REPORTS

Section I: Budget

A fiscal year budget shall be drafted for each school year and presented to members at the Annual Meeting. A budget will be approved by a quorum vote. The Allenstown PTO shall leave enough money to cover outstanding bills/obligations and a reserve of at least \$1,000 for the start of each fiscal year.

Section II: Records

The Treasurer shall keep accurate records of any disbursements, income and bank account information.

Section III: Expense Approval

The Executive Board shall approve all expenses of the organization over \$50.00, unless already approved as a budgeted expense during the Annual Meeting.

Section IV: Banking

All funds will be held in a bank account (s) in the name of Allenstown PTO. Two authorized signatures shall be required on each check. Authorized signers shall be the President, Vice President, and Treasurer.

Section V: Financial Statement

The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Financial Secretary and Audit Committee.

Section VI: Dissolution

Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with a quorum approval, spent equally for the benefit of the schools.

Section VII: Fiscal Year

The fiscal year shall begin July 1st and end June 30th.

Section VIII: Annual Reports

The organization shall complete timely all state and federal reports, including but not limited to, IRS 990, or equivalent, Attorney General reporting, State of NH reporting.

Article IX: PARLIAMENTARY AUTHORITY

The most current edition of *Robert's Rules of Order* shall govern meetings when they are not in conflict with the organization'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: AMENDMENTS

These bylaws may be amended at any regular or special Executive Board meeting, providing that previous notice was given at the prior regularly scheduled Executive Board meeting. Amendments will be approved by a majority vote of present qualified members, provided a quorum.

Article XII: CONFLICT OF INTEREST POLICY

Section I: Purpose

The purpose of the conflict of interest policy is to protect this 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 II: Definitions

a. Interested Person. Any director or officer 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. A person who has a financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists.

Section III: 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 or officers 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 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.

- i. An interested person may make a presentation at the governing board, 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 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 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 shall determine by a majority vote of the disinterested executive board members 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 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 determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV. Records of Proceedings.

The minutes of the governing board 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 V. 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 VI. Annual Statements.

Each director and officer with governing 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 organization is charitable and that in order to obtain and maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section VII. 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Allentown PTO and that these Bylaws constitute the organization's Bylaws. The Bylaws were duly adopted and/or amended at a meeting of the board of directors held on _____, 20_____.

Dated: _____

Allentown PTO Secretary