

BY-LAWS OF THE EAKIN SCHOOL
PARENT TEACHER ORGANIZATION

ARTICLE I. NAME

The name of this organization shall be the Eakin School Parent Teacher Organization (PTO).

ARTICLE II. PURPOSE

The purpose of this organization shall be to:

- a. Promote the welfare of Eakin students in home, school and community by upholding the school's mission statement:

Eakin School embraces a solid foundation of diversity, community involvement, and academic excellence. Eakin's mission is to create a safe and welcoming environment where students are challenged to be tolerant, responsible achievers whose global and community awareness will motivate them to positively influence the world around them.
- b. Convene parents and the Eakin school staff/faculty on a regular basis to discuss, to critique, and to become informed about issues of importance.
- c. Foster open communication among parents, faculty/staff and the Eakin community to improve the education of Eakin School students.
- d. Sponsor fund-raising activities
- e. Provide programs and enrichment for the students of Eakin School.
- f. Provide funds for certain needs of the Eakin school, its students and faculty/staff.

ARTICLE III. MEMBERSHIP

Section 1. Members: The membership of this organization shall consist of the parents (or guardians) of all students attending Eakin School, and the faculty and staff of the school.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. General Meetings. The organization shall conduct a minimum of two general membership meetings each year. The dates of these meetings shall be publicized with adequate notice.

ARTICLE V. GOVERNANCE

Section 1. Governing Body. The primary governing body of this organization shall be the Board of Representatives (Board) of the Eakin PTO, operating under procedures established in these by-law. These by-laws may be amended by the general membership of the organization. The membership of the Board shall consist of all PTO Officers and Representatives, with the Principal serving as an ex-officio member.

Section 2. Responsibilities. The Board shall be the chief policy making body of the PTO, with responsibility for transacting all necessary business in the intervals between meetings of the full membership, including authorizing the expenditure of PTO funds.

Section 3. Board Meetings. There shall be a minimum of four meetings of the Board each year. The dates of these meetings shall be publicized with adequate notice. All meetings of the Board shall be open to all members of the organization.

Section 4. Quorum. A quorum of the Board shall consist of one-half of its members.

Section 5. Membership Vacancies. The Board shall be responsible for filling any vacancies in its membership that may occur. A vacancy may occur in one of two ways: (a) by resignation of an Officer or Representative, or (b) by vote of the Board after the Officer or Representative has missed two or more regular Board meetings.

A vacancy among the Officers shall be filled for the remainder of the term by a PTO member elected by the Board. A vacancy among faculty/staff Representatives shall be filled by the elected alternate. If no alternate is available, the faculty/staff shall select a replacement.

ARTICLE VI. OFFICERS, FACULTY/STAFF REPRESENTATIVES

Section 1. Eligibility. All members of the PTO are eligible to hold any office of the organization and to vote in regular elections for the Officers. Election shall be by simple majority of the votes cast.

Section 2. Terms of Office. New Officers are required to attend the last general membership meeting of the school year, which shall be held in May, and shall assume their duties on the last day of the school year.

Section 3. Positions. The officers of this organization shall be: President(s), Vice President(s) for Fund Raising, Vice President(s) for Volunteers, Vice President(s) of Communications, Vice President(s) of Community Building, Vice President(s) of Internal Affairs, Secretary(s) and Treasurer(s).

The duties of the Officers shall be as follows:

- A. President shall preside at all meetings of the membership, the Board, and the Executive Committee; call meetings as required; May appoint members and chairs of any ad-hoc committee(s) established by the Board; be an ex-officio member of all ad-hoc committee(s); present an annual report at the spring membership meeting; and act as liaison between the PTO and the school.
- B. Vice-President for Fund Raising shall be responsible for coordinating all fundraising activities undertaken by the PTO under the direction of the Board.
- C. Vice-President for Volunteers shall be responsible for all activities required to encourage the participation of volunteers, providing information to committees regarding volunteers who are interested, assisting in the follow up notification of volunteers, and any other related duties that encourage and coordinate participation in the PTO.
- D. Vice President of Communications shall be responsible for managing various PTO communications and overseeing consistency of information.

- E. Vice President of Community Building shall be responsible for overseeing all Community Building committees and serving as liaison between committees and Board.
- F. Vice President of Internal Affairs shall be responsible for overseeing all Internal Affairs committees and serving as liaison between committees and Board.
- G. Secretary shall record proceedings of all membership and Board meetings; keep and make readily available to the membership all organizational records including records of attendance at Board meetings; and handle all organizational correspondence.
- H. Treasurer shall be responsible for all receipts and expenditures of all funds as approved by the Board; shall maintain accurate records of such receipts and expenditures; and shall report regularly to the Board and membership on the financial status of the organization.
- I. Invest in your Child Committee Chair shall serve as an ex-officio member of the Board. This member will not have voting rights.
- J. Faculty/Staff. The faculty/staff Representatives shall be selected by the faculty and staff of the school.

ARTICLE VII. TERM OF OFFICE

The term of office for each Officer shall be for one year, with privilege or re-election. No person shall hold more than one office Seat at a time. The term of office shall be contiguous with the school year, ending on the last day of school each year. New Officers shall then assume their responsibilities

ARTICLE VIII. CONFLICT OF INTEREST

Section 1. Purpose. The purpose of this Article is to protect the Eakin PTO's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board member or any member of a committee with board delegated powers. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit corporations.

Section 2. Definitions.

- a) "Interested Person" means any Board member or member of a committee with board delegated powers who has a direct or indirect Financial Interest, as defined below.
- b) "Financial Interest" refers to a person who has, directly or indirectly, through business, investment or family:
 - (i) an ownership or investment interest in any entity with which the PTO has a transaction or arrangement, or
 - (ii) a compensation arrangement with the PTO or with any entity or individual with which the PTO 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 PTO is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. 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 Board decides that a conflict of interest exists.

Section 3. Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Board.

Section 4. 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, the Interested Person shall leave the meeting of the Board while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board shall decide if a conflict of interest exists.

Section 5. Procedures for Addressing the Conflict of Interest.

- (a) An Interested Person may make a presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (b) The President 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 members shall determine whether the PTO can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to 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 and for its own benefit and whether the transaction is fair and reasonable to the PTO and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 6. Violations of the Conflicts of Interest Policy.

- (a) If any Board or committee member has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of such Interested Person and making such further investigation as may be warranted in the circumstances, the Board determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. Records of Proceedings. The minutes of the Board shall contain the following:

- (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 Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for the 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 therewith.

Section 8.Periodic Reviews. To ensure that the PTO operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted at the direction of the Board

ARTICLE IX. COMMITTEES

Section 1.Ad-Hoc Committees. The membership and/or Board may establish such ad- hoc committees as deemed necessary to carry out the purposes of the organization.

Section 2.Standing Committees. The Board shall establish one regular committee, as provided for below. This shall be the Executive Committee. The Board may establish a second regular committee, the Nominating Committee, as provided for below.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1.Purpose of the Executive Committee. The Board shall establish an Executive Committee to act for the best interests of the organization in emergencies and in matters requiring immediate attention between regular Board and/or general membership meetings.

Section 2.Executive Committee Positions. The Executive Committee shall consist of the Officers and at least one faculty/staff Representative.

Section 3.Scope of Authority. The Executive Committee shall be empowered to act for the Board in the event of an emergency or other matter(s) requiring immediate attention where a quorum of the Board cannot reasonable be convened.

Section 4.Restrictions on Authority. The Board may enlarge or restrict the powers of the Executive Committee to act on its behalf

ARTICLE XI. NOMINATING COMMITTEE

Section 1. Nominating Committee Responsibilities. At the option of the Board, a Nominating Committee may be established. The Nominating Committee would be responsible for supervising the election of PTO Officers for the following year. The Nominating Committee shall be convened no later than March 1 of any given year and shall remain active until the completion of the elections under its jurisdiction. The elections must be completed no later than the last general membership meeting of the school year, which shall be held in May.

Section 2.Nominating Committee Positions. The Nominating Committee shall consist of 2 parents and 2 faculty/staff. The committee shall select from among themselves one person to serve on this committee. The President shall convene the first meeting of the Committee and preside until the Committee elects its own Chair. Membership on the nominating Committee shall not preclude nomination as an Officer.

Section 3.Nominating Committee Duties. The duties of the Nominating Committee shall be as follows:

No later than 30 days before the May membership meeting, advise the membership through publication in the PTO newsletter and/or by other means that any member may nominate him/herself or any other member to be a candidate for an Office or grade level Representative seat, and receive these nominations. Publish and present to the membership a ballot listing all candidates. Nominations may also be made from the floor at the membership meeting when the election is held. Conduct the election by written ballot and announce the results. All members of the PTO may vote, including Parents, Guardians, Teachers, and School Staff.

ARTICLE XII. FINANCES

Section 1. Fundraising. The Eakin PTO is responsible for raising the funds that support the purposes and roles of the organization.

Section 2. Budget. At the first meeting of the school year, the Treasurer shall present to the membership, for their approval, a budget of anticipated revenue and expenses for the following school year. This budget shall be used to guide the activities of the Board during the year. The members must approve any substantial deviation from the budget, in advance.

Section 3. Fiscal Year. The fiscal year of the organization shall be from July 1 through June 30.

Section 4. Financial Report. An accounting shall be made at the end of the operating year, with estimates for income and expenses projected but not yet received, and presented at the May meeting. A final accounting shall be made at the end of each fiscal year and a copy of the accounting report shall be made available to each member as well as appropriately filed with the IRS in accordance with 501(c) 3 tax laws of the United States and the State of Tennessee.

Section 5. Bank Accounts. All funds of the Eakin PTO shall be deposited in such bank account(s) as designated by the Board. Withdrawals from an such bank account(s) shall be made upon such signature or signatures as the Board may designate, and shall be made only for the purposes of the Eakin PTO as outlined in these bylaws.

Section 6. Signing Authority. The President and Treasurer retain all signing authority for the organization.

ARTICLE XIII. EXPENDITURES

Section 1. Expenditures. Only motions carried by majority vote by the Executive Board Committee may be funded with the Eakin PTO funds. Funds will be expended for school-related activities, with the exception of death, illness, severe financial hardship or to honor exceptional service.

Section 2. Expenditure Requests. Expenditure requests unrelated to PTO annual events, including but not limited to professional development expenditure requests, classroom expenditure request and academic or teacher support expenditure requests, shall be submitted to the Eakin School Leadership Team in accordance with its policies and procedures.

Section 4. Approval of Expenditures. Items may be voted contingent upon funds being available. A majority vote of the attending membership of the PTO Executive Board is required to approve any expenditure.

Section 5. Severe Financial Hardship. When funds are available, the PTO may make said funds available to any Eakin student/family who is unable to finance a curriculum-based activity or who lacks the financial resources to meet basic necessities such as food, clothing and housing. Such requests for funds are to be granted sparingly. The request for these funds shall come from the teacher, the administration, or the activity coordinator. Confidentiality is to be maintained in all matters, and names of the recipient are not to be released in any voting process or in any manner, at any other time. A majority vote of the attending membership is required to approve any expenditure. The total amount of said expenditures in one fiscal year shall not exceed two percent of that year's annual PTO budget.

Section 6. Books and Records. The Eakin PTO shall keep true, exact and complete books of accounts in which each and every transaction of the Eakin PTO is entered fully and accurately. The Treasurer shall keep all books and records and all Board members shall have the right to inspect and review such books.

ARTICLE XIV. AMENDMENTS

Section 1. Amendments. These by-laws may be amended at any general membership meeting by majority vote of those present and voting.

ARTICLE XV. PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these by-laws.

BY-LAW RESOLUTION

NUMBER 1

It appears to the Board that Officers and Representatives who are habitually absent from Board meetings without cause should not continue to serve on the Board. Therefore the following resolution is adopted by the Board to clarify the exercise of its discretion under Article IV, Section 5(b) of the By-Laws.

- a. That an Officer, who misses two or more regular meetings without cause may be removed by vote of the Board according to Section 5(b).
- b. That an Officer who is unable to attend a regular Board meeting shall make a good faith effort prior to the meeting to inform the President, Executive Vice President or Secretary of his or her inability to attend the meeting. If notification prior to the meeting is not possible, then the Officer or Representative (or Alternate) shall, as soon as possible after the meeting, notify the appropriate officer.
- c. Notification pursuant to the provisions of subsection (b) shall be sufficient to establish cause for missing the meeting.

- d. If it appears to the Board that subsection (c) is being used in bad faith by an Officer then it may, by two-thirds vote of a quorum present at a regular meeting of the Board, suspend this Resolution and remove a member according to Section 5(b).