

BYLAWS
of
PRAIRIE TRAIL ELEMENTARY PTO

MISSION STATEMENT:

The purpose of the PTO is to enhance and support the educational experience at Prairie Trail, to develop a closer connection between school, faculty, community and home by encouraging parental involvement, and to improve the environment at Prairie Trail through volunteer and financial support.

ARTICLE I – NAME & DESCRIPTION

Section 1: NAME – The name of the organization shall be Prairie Trail Elementary PTO (“PTO”). The PTO is located at 1850 SW College Avenue, Ankeny, Iowa, 50023.

Section 2: DESCRIPTION – The PTO is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that are or will be qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall be automatically granted to all parents and guardians of students, all staff, and any citizen within the community. There are no membership dues. Members have voting privileges, one vote per person.

ARTICLE III – OFFICERS

Section 1: EXECUTIVE BOARD– The Executive Board shall consist of the following officers: 2-Co-Presidents, 2 – Co-Vice President, Secretary, and Treasurer.

Section 2: TERM OF OFFICE – The term of office for all officers is one year with the exception of the Vice-President office of which will serve a 2nd term as the office of President. Each officer shall begin service immediately following the last PTO meeting of the calendar school year, and may serve in the same office in consecutive terms.

Section 3: QUALIFICATIONS – Any PTO member in good standing may become an officer of the PTO.

Section 4: DUTIES –

Executive Board – Develop the PTO’s annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, approve by majority vote of the Board unbudgeted expenditures of no more than \$100.00.

President (2) – Presides at General PTO meetings and Executive Board meetings, serves as the official representatives of the PTO, and retains all official records of the PTO.

Vice President (2) – Oversees the committee system of the PTO, assists the Co-Presidents and chair meetings in the absence of the both Co-Presidents.

Secretary – Record and distribute minutes of all Executive Board meetings and all General PTO meetings, prepare agendas for official PTO meetings, hold historical records for the PTO.

Treasurer – Serve as custodian of the PTO’s finances, collect revenue, pay authorized expenses, report financial activity every month, prepare year-end financial report, facilitate an annual audit, and hold all financial records.

Section 5: BOARD MEETINGS – The Executive Board shall meet monthly during the school year, or at the discretion of the Co-Presidents.

Section 6: REMOVAL – An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board.

Section 7: VACANCY – If a vacancy occurs on the Executive Board, the Co-Presidents shall appoint a PTO member to fill the vacancy, for the remainder of the officer’s term.

ARTICLE IV – MEETINGS

Section 1: GENERAL PTO MEETINGS – General PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.

Section 2: VOTING – Each member in attendance at a PTO meeting is eligible to vote, one vote per person. Absentee or proxy votes are not allowed.

Section 3 – QUORUM – Eight (8) members of the PTO present and voting constitute quorum for the purpose of voting.

ARTICLE V – COMMITTEES

Section 1. Membership. Committees may consist of members and board members, with the Co-Presidents acting as ex officio members of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Yearbook, Field Day, Teacher Appreciation, Volunteers, Fun Night, Communications, Homeroom Parents, Family Events, and Fundraising.

Section 3. Additional Committees. The board may appoint additional committees as needed.

ARTICLE VI – FINANCIAL POLICIES

Section 1: FISCAL YEAR - The fiscal year of the PTO shall coordinate with the school year.

Section 2: BANKING - All funds shall be kept in a checking account in the name of Prairie Trail Elementary PTO, requiring one signature from the Treasurer or one of the Presidents and held at a Veridian Credit Union.

Section 3: REPORTING - All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The PTO shall arrange an independent review of its financial records each year.

Section 4: ENDING BALANCE – INTENTIONALLY LEFT BLANK.

Section 5: CONTRACTS - Contract signing authority is limited to the Co-Presidents or the co-President's designee.

Section 6: EXPENDITURE – Board must give approval prior to incurring an expense greater than \$25.00.

Article VII – 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 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 2: DEFINITIONS.

a. **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.

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 governing 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 governing 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 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 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 VIII – BYLAW AMENDMENTS

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting. 2/3 approval of all members present and voting is required to adopt an amendment to the Bylaws.

ARTICLE IX - DISSOLUTION

In the event of dissolution of the PTO, any funds remaining shall be donated to Prairie Trail Elementary School.

ARTICLE X-PARLIAMENTARY AUTHORITY

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

These bylaws were adopted on April 24, 2012.

Prairie Trail Elementary PTO

By Wendy Jensen
Wendy Jensen, Co-President

By Laura Johnson
Laura Johnson, Co-President

By Chance Goldston
Chance Goldston, Co-Vice President

By Jodey Bretthauer
Jodey Bretthauer, Co-Vice President

By Amy Portwine
Amy Portwine, Secretary

By Audrey Bartlett
Audrey Bartlett, Treasurer