

Sylvan Park Paideia Elementary School Parent Teacher Organization (PTO) Bylaws

Article 1: Office

Principal Office: The name of the organization is the Parent Teacher Organization of Sylvan Park Paideia Elementary School (hereinafter “PTO”). The principal office of the PTO shall be at Sylvan Park Paideia Elementary School, located at 4801 Utah Avenue, Nashville, TN 37209. This organization has been established as a not-for-profit organization, in accordance with Tennessee statutory law and section 501(c) (3) of the Internal Revenue Code of 1986 (hereinafter “the Code”), as amended.

Article 2: Purpose

2.1 General: The purposes of the PTO are:

To encourage home, family, and community participation in the lives of the school and its students, faculty, and staff through volunteer activities including the donation of time and services; and,

To receive, invest and maintain a fund of money to use, apply, expend, disburse or donate exclusively for educational and community purposes relating to the school and its students, faculty, and staff.

The objectives to be served by these two purposes include but are not limited to:

- (a) Promoting the cultural, social, emotional and physical development of the students;
- (b) Enhancing and assisting in the funding of the educational opportunities for the students;
- (c) Working toward a closer relationship between the home, the school, and the community, so that parents, guardians, teachers, administrators, and local businesses can work cooperatively in support of the education of the students;
- (d) Developing a channel of communication between the home and school by providing consistent written notifications and publications, including newsletters and flyers; and,
- (e) Encouraging maximum participation of the school, parent, and community populations in decision-making and fund expenditures.

2.2 Basic Policies and Prohibitions: In order to uphold the purposes set forth in Article 2.1, the policies and prohibitions below are to be followed:

- (a) No part of the net earnings of the PTO shall benefit any member or Officer of the PTO or any private shareholder or individual;
- (b) 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 distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office;

(c) It is not the intent of the PTO to make disbursements of funds to individuals and/or charities, the PTO can, however, support various local charities or charitable events in accordance with the procedures of Article 2.6;

(d) The PTO shall not attempt to direct or control the administrative or academic activities of the school;

(e) The PTO shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from federal taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code; and,

(f) Fiscal responsibility shall be exercised by all officers, including the requirement of two authorized signatures on all expenditures exceeding \$1000, preparation of financial statements at year end for review, and any other Policy and Procedure the Executive Board might require.

(g) PTO activities shall be accessible to Sylvan Park students and families across demographic subgroups and shall not exclude on the basis of socioeconomic status, race/ethnicity, religious beliefs, disability status, and/or academic aptitude or achievement. This provision does not preclude the PTO from charging reasonable admission fees to PTO-sponsored events and fundraisers.

2.3 Membership: Membership in the PTO is open to those individuals who are interested in the objectives of this organization and are willing to uphold its policies and subscribe to its Bylaws. Members may include, but are not limited to, parents or guardians of children enrolled in Sylvan Park Paideia Elementary School, as well as administrators, staff and faculty members, and other interested members of the community.

2.4 Voting: Voting privileges are limited to those members defined as "in good standing." To be "in good standing," a member must have paid the annual dues, if applicable, for the then current fiscal year (July 1 to June 30) and must not have any unpaid obligations to the PTO for bad checks or merchandise purchased; provided, however, that the existence of an unpaid pledge on a donation to the PTO shall not affect the status of a member who otherwise is in good standing. All members in good standing shall be voting members of the organization and thereby eligible to vote at all PTO meetings. Each paid membership confers membership and voting rights on up to two adults in a family, as named on the PTO membership form.

2.5 Dues: The annual dues amount, if any, shall be proposed by the Executive Board at the April Executive Board meeting and shall be voted on at the May PTO meeting. No eligible person shall be denied the right to become a voting member due to financial hardship. The Executive Board shall establish a procedure for alternate payments or waivers to ensure compliance.

2.6 Funds and Fundraising: The policies below are to be followed:

(a) Fundraising earnings shall be deposited directly into the general PTO account;

(b) The PTO may designate, and make known to the general PTO membership, a specific purpose for the proceeds from any specific fundraising event and earnings from this event shall be earmarked for that

purpose to the extent of the need (Each such designated purpose shall support the educational opportunities or development of Sylvan Park students; shall not exclude on the basis of socioeconomic status, race/ethnicity, religious beliefs, disability status, and/or academic aptitude or achievement; and shall meet the criteria identified in Article 2.1 in order to qualify. Excess earnings may be used for other purposes meeting the criteria identified in Article 2.1);

(c) The PTO shall maintain a Reserve Fund equal to 20% of the current fiscal year Operating Expenses (the Budget less earmarked Fundraising Expenses) or \$5,000, whichever is greater (the "Reserve Amount"). The Reserve Fund shall be held in interest-bearing account separate from the PTO's general funds.

- i. Any interest from the Reserve Fund may be transferred to the PTO's general operating account(s) or reinvested.
- ii. If the balance of the Reserve Fund exceeds the Reserve Amount for any reason, the Board may elect to transfer the excess to the PTO's general operating account(s).
- ii. Notwithstanding any other provision of this Article, the Reserve Fund may be used for expenditures as approved by a Board vote followed by a full PTO vote.
- iii. If at any time the Reserve Fund contains less than the Reserve Amount all fundraising earnings except for designated under Article 2.6(b) (Earmarked Funds) shall be deposited in the Reserve Fund until the balance reaches the Reserve Amount.

(d) In addition to the Reserve Fund, the PTO shall strive to preserve a reasonable balance at the end of each fiscal year, to be used by the next year's PTO as a starting point for the following fiscal year; and,

(e) Should Sylvan Park Paideia Elementary School cease to exist, upon dissolution of the PTO or the discontinuance of its operation, the assets of the PTO shall be distributed exclusively to a school directly feeding to or from Sylvan Park Paideia Elementary School, which would then qualify for exempt status under Section 501(c)(3) of the Code.

Article 3: Executive Board

3.1 Executive Board and Purpose: The Executive Board shall be responsible for ensuring the execution of the PTO objectives outlined in Article 2.1.

3.2 Positions and Qualifications: The business and affairs of the PTO shall be managed under the direction of the Executive Board. The Executive Board shall be comprised of two teachers, the Principal, and the following Officers: President, Vice President, Vice President of Community Relations, Vice President of Volunteers, Vice President of Fundraising, Vice President of Communications, Vice President of Diversity, Vice President of Teacher Appreciation, Secretary, Treasurer, and Treasurer-in-Training. The immediate Past-President(s) may choose to serve on the Board in an ex officio capacity. Officer members of the Executive Board must be parents or guardians of students currently attending Sylvan Park Paideia Elementary School. All members of the Executive Board must be members of the PTO in good standing at the time of election and thereafter throughout their term in office. Any Officer

or teacher position may be shared by two people if the two people are elected as a position-shared team by the membership.

3.3 Term of Office and Vacancies:

(a) The PTO Officers for the subsequent fiscal year shall be elected at the general PTO meeting conducted in April of each year;

(b) The term of office shall begin with a transition period for the “elect” officers to train, which will last until the previous officers’ term expires, and then shall consist of a one year term beginning on the last full day of school for the school term during which the officer was elected and ending on the last full day of the school year one calendar year hence;

(c) No Officer may serve more than two (2) successive terms in the same office, unless no candidate has accepted nomination for that office by the April general PTO meeting;

(d) In the event of a vacancy, the PTO shall publicize the vacancy and solicit volunteers to fill the position until the next April election. The position shall be filled upon processing the election in accordance with Article 3.7; and,

(e) The Executive Board members shall be reasonably available to assist the subsequent Executive Board in the continued transition from one year to the next and may participate in the new Executive Board’s meetings in a nonvoting capacity.

3.3 Meetings: Meetings of the Executive Board shall be conducted on a monthly basis during the school term. Additional meetings may be necessary to conduct business of the PTO. Every effort shall be expended in scheduling the Executive Board meetings to ensure the highest attendance possible.

3.4 Quorum and Conduct of Executive Board Business at Meetings and Otherwise: A majority of the current Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board. Provided there is a quorum, all issues coming before the Executive Board for a vote may be decided by a simple majority vote. The Executive Board members shall expend every reasonable effort to ensure maximum attendance. The members of the Executive Board may, at their election, participate in any meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. For purposes of voting, an Executive Board position that is shared by two persons shall nonetheless have but one vote, and shall be counted only once for determining the existence of a quorum.

3.5 Compensation and Indemnification: The Executive Board and committee members of the PTO shall serve without compensation. The PTO may, without expense to the Officers of the Executive Board, indemnify and hold harmless to the fullest extent permitted by law any person who is a party to or is threatened to be made a party to any proceeding arising from the fact or by their capacity as an Officer of the PTO for the proceedings arising from the fulfillment of their responsibilities of office and within scope of the PTO’s exempt purpose.

3.6 Removal or Resignation: By the unanimous vote of the remaining Officers, or by a two-thirds majority vote of members, any individual Officer or Chairperson may be removed from office with or without cause. An individual Officer may resign at any time by giving thirty (30) days written notice to another Officer. If a vacancy occurs during this year, the vacancy shall be filled in accordance with Article 3.3(d).

3.7 Election of Officers and Other Executive Board Members: The policies below shall be followed:

- (a) All nominees shall be presented to the general body via PTO newsletter no less than seven days prior to the May general PTO meeting;
- (b) All members in good standing will vote to approve the full slate of nominees at the May general PTO meeting;
- (c) All members in good standing shall be allowed to vote on the proposed slate of Executive Board members;
- (d) New Executive Board members shall be announced following the vote;
- (e) If there are multiple candidates for an office or position, the position shall be decided by a vote on written ballot at the May PTO meeting, and the winning candidate shall be determined by the highest vote count after written ballot.

3.8 Duties of Officers: The duties of elected officers will be defined by the Executive Board.

Article 4: Committees

Committees: The formation of committees and selection of committee chairpersons shall be established by the Executive Board.

Article 5: General

5.1 Meetings: The PTO will meet at least once each quarter, while school is in session. All meetings will be held at Sylvan Park Paideia Elementary School unless otherwise notified. PTO meetings are open to all interested parties.

5.2 Quorum: The attendance of a majority of the Executive Board plus five other members of the PTO in good standing will constitute a quorum.

5.3 Conduct: All motions must be made, seconded, and voted upon by members. Simple majority will decide the voting, except in cases where there are multiple choices, as in, for example, an election for an officer from multiple candidates. In such case, the winner will be decided by the highest vote count.

Article 6: Fiscal Year and Budget

6.1 Fiscal Year: The fiscal year of the PTO shall run from July 1 through June 30 of the subsequent year.

6.2.1 Budget: In the Spring of each year, the Executive Board shall prepare, review and approve a proposed PTO Budget for the succeeding fiscal year. This Budget shall then be presented to the general membership for its approval or modification at the May PTO meeting.

6.2.2 Non-budgeted Expenditures: Once the Budget has been approved, all requests for non-budgeted expenditures must be approved as follows:

(a) The Executive Board can approve, by majority vote, the expenditure of funds for student and school-related needs up to \$500.00 without a discussion and a vote at a PTO meeting.

(b) Non-budgeted expenditures exceeding \$500.00 must be approved by the Executive Board and then discussed and approved by a majority vote at a PTO meeting.

Article 7: Bylaws and Amendments

7.1 Bylaws: These Bylaws shall be reviewed by the Executive Board at least annually and amended as necessary. Amendments shall be proposed and adopted in the following manner:

(a) A draft copy of the proposed amendment shall be presented at a monthly Executive Board meeting for vote. A majority vote by the Executive Board is necessary to constitute approval.

(b) If passed by the Executive Board, one week's notice that an amendment to the Bylaws is to be offered for a vote must be provided in advance of the next PTO meeting. This notice will contain the proposed amendment (or provide a location from which it may be obtained) as well as an announcement of the intent to vote on passage.

(c) The proposed amendment will become effective if passed by a two-thirds majority vote at the PTO meeting following the notice given as described in Article 7.1 (b).

7.2 Revision: In the event that it is deemed necessary to rewrite all of the Bylaws, the Executive Board will appoint a Bylaw Committee, which shall review the existing Bylaws and report on a proposed Revision to the Executive Board. Adoption of the Revised Bylaws shall then be pursuant to the procedures set forth in Article 7.1, above.

Article 8: Adoption of Bylaws

8.1 The above by-laws were unanimously adopted on August 2, 2008.

8.1.a Article 3, Section 3.2 was amended to combine the vice president positions for Community Relations and Enhancements into one officer position and to separate the vice president of Events and Fundraising into two officer positions. This was unanimously approved on May 16, 2011.

8.1.b The bylaws were unanimously revised on May, 16, 2017, as follows:

Amend Article 2, Section 2.2(f) to increase the amount of expenditure for which 2 executive board signatures is required from \$200.00 to \$1000.00.

Amend Article 3, Section 3.2 to add the officer positions of Vice President of Diversity and Head Home Room Parent to the executive board. This section will also be amended to increase the number of

teacher positions from one to two, and clarify that a teacher position may also be shared by 2 people if elected as a position-shared team.

Amend Article 3, Section 3.8 to delete reference to Policy and Procedure manual and amend Article 4 to delete reference to Policy and Procedures, and instead clarify that Duties of Officers (Section 3.8) and Committee formation (Article 4) will be defined and established by the Executive Board, since there are no existing policy and procedure manuals.

Amend Article 6, Section 6.2.1 to delete reference to a 5-year plan in the context of reviewing and approving the PTO budget.

8.1.c The bylaws were revised and unanimously approved on May, 8, 2018, as follows:

Amend Article 3, Section 3.2 to change the name of Head Homeroom Parent to Vice President of Teacher Appreciation and to separate the Vice President of Events and Volunteers into two positions: Vice President of Events and Vice President of Volunteers.

Amend Article 3, Section 3.7 to change the previous language indicating that the new executive board members would be decided at the April meeting via written ballot. The amended language alters the timeline for presenting the executive board nominees to the general body to indicate that the proposed board will be presented to the general body via PTO newsletter seven days prior to the May meeting, and the general body will vote on the slate of nominees as a whole at the May meeting. Written ballot will not be required except in the case of multiple nominees for a single board position.

8.1.d The bylaws were revised and unanimously approved by the executive board on May, 7, 2019, as follows:

Amend Article 2, Section 2.2 to include the following text: (g) PTO activities shall be accessible to Sylvan Park students and families across demographic subgroups and shall not exclude on the basis of socioeconomic status, race/ethnicity, religious beliefs, disability status, and/or academic aptitude or achievement. This provision does not preclude the PTO from charging reasonable admission fees to PTO-sponsored events and fundraisers.

Amend Article 2, section 2.6 b to include the following text: Each such designated purpose shall support the educational opportunities or development of Sylvan Park students; shall not exclude on the basis of socioeconomic status, race/ethnicity, religious beliefs, disability status, and/or academic aptitude or achievement; and shall meet the criteria identified in Article 2.1 in order to qualify.

Amend Article 3, Section 3.2 to remove the Vice President of Events board position and include the addition of two new positions: Vice President and Treasurer-in-Training.

Article 9. Conflict of Interest Policy

In order to protect the interests of the PTO and its reputation, the Board maintains the following policy with regard to actual or potential conflicts of interest:

- a. Whenever a Board member has any private interest in a transaction contemplated by the Board, the affected member shall 1) fully disclose the nature of the interest and 2) withdraw from discussion, lobbying, and voting on the matter, except to provide information necessary for disinterested members of the Board to determine how to handle the matter. A Board member has a private interest in a transaction if the member or the member's close family member is a party to the contemplated transaction, or if the member has a financial or other interest in the contemplated transaction that would reasonably be expected to impair the member's objectivity.
- b. Any vote involving a matter in which a Board member has a private interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the PTO and for the PTO's own benefit to do so. In determining whether it is in the best interest of and for the benefit of the PTO, disinterested Board members should consider: 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, and whether the transaction is fair and reasonable to the PTO.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit corporations.