

**BYLAWS**  
**OF THE**  
**BROADNECK ELEMENTARY SCHOOL**  
**PARENT-TEACHER ORGANIZATION**

**Located in**  
**ARNOLD, MARYLAND**  
**Updated 2020**

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## ARTICLE I: NAME AND FORMATION

**Section 1. Name.** The name of this organization shall be the Broadneck Elementary School Parent-Teacher Organization. However, this organization may do business under a different name by complying with state and/or federal laws and regulations governing use of fictitious and/or assumed trade names.

**Section 2. Formation.** This organization was formed by filing its Articles of Incorporation for a Tax-Exempt Nonstock Corporation with the Maryland State Department of Assessments and Taxation on October 29, 2004. The legal existence of this organization commenced on the date of such filing. A copy of this organizational document shall be permanently maintained in the organization's records book.

## ARTICLE II: PRINCIPAL OFFICE

The principal office of the organization shall be located at 470 Shore Acres Road, Arnold, Maryland, 21012. The name and address of the resident agent for the organization is [REDACTED]. The Company may change its principal office and/or resident agent from time to time by filing the required forms with the Maryland State Department of Assessments and Taxation.

## ARTICLE III: PURPOSE

**Section 1. General.** This organization is organized for the purpose of supporting the education and promoting social development of children at Broadneck Elementary School by fostering relationships between the school, parents, and teachers.

**Section 2. Tax Exemption.** This organization is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and as defined in the organization's articles of incorporation. This organization will comply at all times with the requirements applicable to tax exempt organizations, including limitations on political activity and distribution of funds upon dissolution. These limitations are contained in the articles of incorporation.

## ARTICLE IV: MEMBERSHIP AND DUES

**Section 1.** Any parent, guardian, or other adult standing in loco parentis for a student at Broadneck Elementary School may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights. Members have one vote per household.

**Section 2.** Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

## **ARTICLE V: OFFICERS AND ELECTIONS**

**Section 1. Officers.** The officers shall be a president, vice president, secretary, and treasurer. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office.

**Subsection 1a. President.** The president shall preside over the meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

**Subsection 1b. 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 also oversee the committees of this organization.

**Subsection 1c. Secretary.** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notice of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

**Subsection 1d. Treasurer.** The treasurer shall ensure that all proper accounting procedures are maintained that funds are deposited in approved banks or depositories, that operating budgets are prepared and monitored, and that financial audits are performed as appropriate. Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board and make a full report at the end of the year.

**Section 2. Eligibility.** Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

**Section 3. Nominations and Elections.** Elections will be held at the second to last meeting of the school year. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is present. If more than one person is running for an office, a ballot vote shall be taken.

**Section 4. Terms of Office.** Officers are elected for one year and may serve no more than three (3) consecutive terms in the same office.

**Section 5. Removal From Office.** Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

**Section 6. Vacancies.** If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

## ARTICLE VI: MEETINGS

**Section 1. Regular Meetings.** At least three (3) regular meetings of this organization shall be held during the school year. The regular meeting of the organization shall be on the same day and at the same time each month, to be determined by the executive board.

**Section 2. Special Meetings.** Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting.

**Section 3. Annual Meeting.** The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

**Section 4. Quorum.** The quorum shall be \_\_\_\_\_. [10 members of the organization; majority of officers and majority of standing committee]

**Section 5. Notification of Meetings.** The secretary will notify the members of the meetings via email at least one week prior to the meeting.

## ARTICLE VII: EXECUTIVE BOARD

**Section 1. Membership.** The Executive Board shall consist of the officers, principal, and standing committee chairs.

**Section 2. Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general 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.

**Section 3. Meetings.** Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the board. Notice of meetings shall be given at least ten (10) days in advance. Attendance at the meeting shall constitute waiver of notice except where a board member attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Special meetings may be called by any two board members, with 24 hours' notice.

**Section 4. Quorum.** Half of the board members plus one constitutes a quorum. All matters shall be decided by a two-thirds vote except as described elsewhere in these Bylaws.

**Section 5. No proxy.** Voting rights of a board member shall not be delegated to another nor exercised by proxy.

**Section 6. Action without a meeting.** Action may be taken without a meeting if the action is consented to unanimously in writing by all members of the Executive Board. Written consents may be transmitted by postal mail, electronic mail, or by other means of electronic transmission.

## ARTICLE VIII: COMMITTEES

**Section 1. Membership.** Committees may consist of general members and board members, with the president acting as an ex official member of all committees except the nominating committee.

**Section 2. Standing Committees.** The following committees shall be held by the organization: Fundraising, Hospitality, Membership, Communication, Arts and Enrichment, Family Events, Nominating, and Audit.

**Section 3. Standing Committee Chairs. Selection. Terms.** The term of each chairman shall be one year or until the selection of a successor.

**Section 4. Additional Committees.** The board may appoint additional committees as needed.

## ARTICLE IX: FINANCES

**Section 1.** This organization shall be classified as a charitable organization and be tax-exempt under section 501(c)(3) of the Internal Revenue Code.

**Section 2.** A tentative budget shall be drafted in spring for the following school year and approved at a fall meeting by a majority vote of the members present.

**Section 3.** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 4.** The board shall approve all expenses of the organization.

**Section 5.** Two authorized signatures shall be required on each check over the amount of \_\_\_\_\_ [\$200]. Authorized signors shall be the president, treasurer, and \_\_\_\_\_ [principal].

**Section 6.** The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

**Section 7.** The fiscal year shall begin on September 1 and end on August 31.

**Section 8.** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

#### **ARTICLE X: PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised* shall govern meetings when they are not in conflict with the organization's bylaws or any other special/standing rules.

#### **ARTICLE XI: 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 XII: DISSOLUTION**

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE XIII: AMENDMENTS**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the



secretary. Notice may be given by postal mail, email, hard copy, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

## **ARTICLE XIV: 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.**

**Subsection 2a. 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.

**Subsection 2b. 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 Article XIV, 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.**

**Subsection 3a. 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.

**Subsection 3b. 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 if a conflict of interest exists.

**Subsection 3c. 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.

**Subsection 3d. 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:

**Subsection 4a.** 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.

**Subsection 4b.** 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.**

**Subsection 5a.** 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.

**Subsection 5b.** 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.

**Subsection 5c.** 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:

**Subsection 7a.** Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

**Subsection 7b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payment 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.

These bylaws were originally prepared by Patricia T. Billen and presented to the Executive Committee on May 7, 1991. Approval was made on that same date.

These bylaws were amended by the executive officers of record on October 17, 2003. Approval was made by the executive board on November 4, 2003.

These bylaws were amended a second time by the executive officers of record on \_\_\_\_\_.

These were approved on

\_\_\_\_\_

by the executive committee

\_\_\_\_\_

Kim Finazzo,  
President

\_\_\_\_\_

Alice Frazier,  
Vice President

\_\_\_\_\_

Emily Van Oudenaren,  
Treasurer

\_\_\_\_\_

Renee Hood,  
Recording Secretary

\_\_\_\_\_

Becca Robinson,  
Corresponding Secretary

\_\_\_\_\_

John Noon,  
Principal of Broadneck Elementary School