



CMIT SOUTH
ELEMENTARY
PTO

**Chesapeake Math and Information Technology
(CMIT) South Elementary School**

Parent Teacher Organization (PTO)

**Bylaws
Version 2.0**

August 2023

Article I – Name

The name of the organization shall be the Chesapeake Math & Information Technology (CMIT) Academy South Elementary (CMITSES) Parent-Teacher Organization (PTO); herein referred to as the PTO.

Article II – Purpose

Section 1. The PTO is organized for the purpose of supporting the education of children at Chesapeake Math & IT Academy South Elementary Public Charter School by promoting a closer relationship between home and school so the parents, teachers, staff and community may cooperate meaningfully for the well-being and holistic development of the children.

Section 2. The purpose of this PTO shall be educational and developmental and shall be implemented through committees, projects, and events.

Section 3. The PTO may cooperate with other organizations and agencies active in child welfare both within and outside the CLF family.

Section 4. The PTO shall seek to participate in the decision-making process establishing policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.

Section 5. The PTO shall be non-commercial, non-sectarian. No commercial enterprise shall be endorsed by it. Neither the name of the organization nor the names of its officers in their official capacities shall be used in any connection with a commercial concern or for any purpose other than the regular work of the organization.

Section 6. All funds shall be kept in a checking account requiring two signatures of the Executive Board for access. The account shall be maintained at a local financial institution.

Section 7. The PTO shall be formed for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article III – Membership and Dues

Section 1. Any parent or guardian for a student at CMIT South Elementary School may be a member of the PTO and shall have voting rights. Membership is open to any member of the teaching, professional or support staff of CMIT South Elementary. The Principal is an ex officio member of the PTO without voting rights. Members have one vote per household.

Section 2. The Executive Board shall set the annual dues, which are payable to CMIT South Elementary PTO. The annual dues will be \$25 per family and \$15 for individuals. Annual dues may be waived for any family or individual with a financial need. The PTO membership year and fiscal will run from July 1 through June 30 of each year. 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.

Section 3. The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any other purpose than the regular work of the organization, unless presented to, voted upon, and approved by the Executive Board.

Article IV – Officers and Elections

Section 1. Purpose

The Executive Board is a representative group of the PTO and shall consist of eight (8) Officers. Collectively, the Executive Board of Officers is elected to transact necessary business in the intervals between general membership meetings. The Executive Board members are team members. The individual Board members are not intended to function independently nor in a state of isolation from one another. Board members shall communicate directly with the collective group and collaborate on common projects. The Executive Board, by majority vote of all officers, may approve unbudgeted expenditures.

Section 2. Executive Board - Officers and Advisors

- I. The Executive Officers shall consist of two (2) Presidents, namely Co-President A and Co-President B, four (4) Vice Presidents, namely Vice President-Operations, Vice President-Community Engagement, Vice President-Communications, Vice President-Finance, Secretary, and Treasurer.
- II. The Advisors shall be two (2) Staff Representatives without voting rights.
- III. The outgoing Co-Presidents shall be invited to serve as advisors to the Executive Board for one year to ensure continuity.

Section 3. Duties of Executive Officers

I. Co-President Duties (two positions)

- A. The Co-President A will preside over the Secretary, Vice President-Community Engagement, and Vice President-Communications.
- B. The Co-President B will preside over the Treasurer, Vice President-Finance, and Vice President-Operations.
- C. Be present at and preside over all general PTO and Executive Board PTO Meetings on a prescribed rotating basis or designate another Executive Board Member to act in their absence.
- D. Coordinate the work of all the officers and committees under their purview in order that the purpose of the PTO be served.
- E. Represent the PTO at meetings outside the General Membership or designate a representative.
- F. Serve as a co-signer on all checks, and assumes responsibility for signing all contracts.
- G. In collaboration with the Executive Board, creates and publishes the annual PTO calendar by the first PTO meeting of the school year.
- H. Act as the official spokesperson for the organization.
- I. Serve as the primary point of contact (POC) for the PTO to the school's principal.
- J. Ensure organization acts in accordance with the Bylaws set forth and approved by the general membership and rules governing PTO boards within PGCPs.
- K. Deliver to the successor in office, all records in their possession by fiscal year end.

II. Vice President Duties (four positions)

- A. Assist the President in order that the purpose of the PTO be served.
- B. Vice President-Operations will perform the duties of the President in the event of the Co-President's absence or inability to serve.

- C. Vice President-Community Engagement will manage PTO Membership Drives, organize community engagement events, serve as the advisor for various committee chairpersons and act as liaison between committee/project chairs and the Executive Board.
- D. Vice President-Communications will collect and disseminate all incoming and outgoing correspondence for the PTO through all available mediums and social media, communicate with CLF/CMIT Leaders when necessary, and maintain the PTO website.
- E. Vice President-Finance will oversee fundraising activities, and manage contracts and the PTO budget.
- F. Shall perform other delegated duties as assigned.
- G. Deliver to the successor in office, all records in their possession by fiscal year end.

III. Secretary Duties

- A. Prepare the agenda for the General Membership and Executive Board meetings with the assistance of the Co-Presidents.
- B. Prepare any materials needed for display, distribution or reference at General Membership meetings.
- C. Take minutes and document decisions made at Executive Board, CLF and CMIT Leaders Meetings, and General Membership meetings.
- D. Finalize minutes, obtain necessary approvals, and post minutes in a timely manner.
- E. Coordinate with and assist the Vice President-Communications with dissemination of information to the membership as needed.
- F. Keep and post, as appropriate, all records of the organization, such as, minutes, bylaws, policies and procedures, guidelines, membership list, and committee member lists.
- G. Shall perform other delegated duties as assigned.
- H. Deliver to the successor in office, all records in their possession by fiscal year end.

IV. Treasurer Duties

- A. Be custodian of all PTO funds - receive all funds of the PTO, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approved fiscal year budget and as directed by the Executive Board.
- B. Develop annual budget in collaboration with the Executive Board
- C. Give written monthly financial reports for review at all General Membership Meetings and to the Executive Board Meetings.
- D. Prepare a year-end financial report by fiscal year end.
- E. Prepare all necessary tax forms and file forms in a timely manner in accordance with IRS guidelines.
- F. Ex officio member of any fundraising efforts/committee; collaborate with the Co-President B/Vice President-Finance to coordinate all fundraising activities.
- G. Facilitate an annual audit of the financial records and practices during the summer of each year.
- H. Shall perform other delegated duties as assigned.
- I. Deliver to the successor in office, all records in their possession by fiscal year end and coordinate transition of bank account with new treasurer.

V. Staff Representatives Duties

- A. Two staff representatives from the school shall be elected or volunteer in an advisory capacity to the Executive Board as ex-officio members with no voting privileges to ensure the decisions of the board align with the direction of the school.

Section 4. Eligibility

Members are eligible for office if they are members in good standing at least 28 calendar days prior to the general meeting where nominations are being accepted for an Executive Board vacancy.vote

- I. Executive Officers are elected for a two-year term and may serve no more than two (2) consecutive terms in the same position. Officers may rotate to different positions.
- II. An immediate family member may not succeed an officer that has served in the same position for two terms.
- III. Each person elected shall hold only one position at a time on the Executive Board.
- IV. An Officer who has served in a position for more than one half a full term shall be deemed to have served full-term in such position.

Section 5. Nominations and Elections

School staff representatives shall be designated by a process determined within a staff-derived system and may be held separately from the Executive Officer elections.

- I. A Nominating Committee of at least three members may be formed for the purpose of soliciting interest and recommending candidates for all elected and appointed positions.
- II. Election of Officers in the General Meeting shall be preceded by a motion for nomination to each office, a second to the motion and acceptance by the nominee prior to the vote; absent nominees may submit a letter of acceptance for a specific office.
- III. Elections shall be open to all parents and guardians of the school for the inaugural meeting of the CMIT PTO, thereafter, elections shall be held during the General Meeting held before the end of the school year in May and voting will be open only to PTO members in good standing.
- IV. Any member of the PTO in good standing who expresses interest in any position may be nominated.
- V. To be considered for the office of Treasurer, the nominee must have a strong financial background with knowledge of the financial and tax requirements of a Section 501(c) (3) organization.
- VI. Notice of the election shall be made public at least two weeks in advance of the Election day.
- VII. If a position is not filled during the May election, another election may be held during the first meeting of the next school year.
- VIII. Each Executive Officer position will be decided by a simple majority vote.
- IX. Votes may be recorded by acclamation (without objection) or show of hands or electronic/virtual online voting platform
- X. Upon request, votes may be recorded by secret ballot and tallied by staff representatives.
- XI. If a position becomes vacant prior to the designated month for elections, an ad hoc election may be held at the next monthly meeting to fill the vacant position.
- XII. If during the school year, one of the offices of the Co-President becomes vacant, the remaining Co-President shall assume the duty for the remainder of the term with the approval of a majority vote of members in good standing. If during the school year, both offices of Co-President become vacant , the Vice President-Operations shall assume the duty for the remainder of the term with the approval of a majority vote of members in good standing. A new Vice President-Operations shall be elected. If the Vice President-Operations does not wish to assume the duties of President, a special election may be held to fill the Presidential vacancy.
- XIII. The Vice President-Communications shall post the slate through standard school and PTO communication mediums. These postings shall include one copy posted on school premises and one copy transmitted to the homes of each student no less than 14 days prior to the election.
- XIV. The newly elected officers may begin working collaboratively with existing officers immediately for mentorship into the position and will assume their official duties July 1st.

Section 6. Terms of Office

Officers are elected for two years and may serve no more than two (2) consecutive terms in the same office.

Section 7. Removal from Office

By a vote of at least three (3) members of the Executive Board, an officer may be removed from office for failure to perform duties. This removal should be raised as a motion and voted on in an open Executive Board Meeting.

Officers can be removed from office for failure to perform duties by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 8. Transition of the Executive Officers after Elections

All official and unofficial documents, records, and materials shall be transferred from outgoing officers to their respective, incoming officers of the Executive Board no later than June 30th.

- I. The outgoing Treasurer shall submit documentation to the banking institution used by the PTO no later than June 30th informing the financial institution of pending changes in signatory authority for the incoming Co-Presidents, Vice President-Finance, and Treasurer.
- II. The incoming Co-Presidents, Vice President-Finance, and Treasurer shall assume signatory authority for the PTO banking account no later than July 1st. This transition must be done in person with all new signatories and one previous signatory present at a local branch.
- III. A transition meeting of outgoing and incoming officers shall take place prior to but no later than 15 days after the last day of school.

Article V – Meetings

Section 1. General Meetings

General Membership Meetings of the PTO shall be held monthly during the school year, at the same day and same time, to be determined by the executive board.

- I. General Membership meetings shall occur during the school year at a time and place determined by the Executive Board with at least seven (7) days' notice given before each meeting.
- II. Meeting postings shall include one copy posted on school premises and one copy transmitted to the homes of each student.
- III. The first General Meeting of the school year shall include but not limited to introduction of Executive Board, PTO procedures, Budget, Calendar, and Membership.
- IV. Regular business of the meetings shall be controlled and conducted in accordance with Robert's Rules of Order in the form of motion for action or amendment thereof by the presiding officer.
- V. All members shall have equal opportunity to voice views on all actions prior to the vote.
- VI. Urgent actions of business or financial expenditures approved by the Executive Board shall be reported at the next General meeting.
- VII. A motion for action shall be completed by voting in the same meeting or may be tabled. Sequence of voting events-
 - A. General discussion for understanding action options
 - B. Motion of a specific action (lost if not seconded)
 - C. Second for motion
 - D. Specific discussion of the motion
 - E. Vote (passed or defeated) or, prior to the vote, amendments may override the motion

- F. Motion for amendment to original motion
- G. Second for the amendment (lost if not seconded)
- H. Specific discussion of the amendment
- I. Vote – passed or defeated

Section 2. Executive Board Meetings

The PTO Co-Presidents shall establish the number of Executive Board Meetings to accomplish and plan for PTO General meetings and PTO events.

- I. Monthly meetings of the Executive Board shall occur with the dates and times to be set by the Executive Board Members.
- II. Meeting postings shall include a copy of the meeting calendar posted on school premises and the PTO Website.
- III. One mandatory summer meeting shall be held among the incoming elected Board prior to the beginning of the school year for the purposes of discussing and setting additional or revised goals/objectives as well as their respective programs and budgets.
- IV. Executive Board meetings are closed to the general PTO membership and is by invitation only.

Section 3. Special Meetings

Special meetings of the General Membership or Executive Board may be called by either of the Co-Presidents.

- I. Special meetings of the General Membership or Executive Board may be called by any three members of the Executive Board.
- II. A minimum of ten General Members may submit a written request to the Executive Board for a Special Meeting.
- III. All voting members of the General Membership shall be notified seven days prior to a Special General Meeting by at least two methods of notification to include a posting on school premises and one transmitted to the homes of each student.
- IV. Only business related to the Special meeting may be considered and conducted during the Special Meeting.

Section 4. Quorum

General or Special Membership Meetings – Fifteen (15) members of the PTO general body membership shall constitute a quorum for the transaction of business at any general membership meeting.

Executive Board Meetings – Three (3) Executive Board members shall constitute a quorum for the transaction of necessary business and/or approval of routine bills in the intervals between general membership meetings.

Section 5. Notification of Meetings

The Vice President-Communications will notify the members of the meetings via email at least one week prior to the meeting.

Article VI – Committees

Parent involvement and support is crucial to the success of the PTO. Parents are invited to participate in all PTO activities. Committee involvement is an avenue for parents to contribute to the PTO.

Committees may be created by the Executive Board, or by action taken at a general membership

meeting to promote the purpose and interests of the PTO. The Vice President is an ex-officio member of all special committees. The chairpersons of any committee formed shall present their plans to the membership. No committee work shall be undertaken without the approval of the Executive Board. The chairpersons shall report on committee activities to the Vice President-Community Engagement monthly and at the general membership meetings as necessary.

Section 1. Membership

Committees may consist of general members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees

The following committees shall be held by the organization: Fundraising, Communications, and Events.

Section 3. Additional Committees

The board may create additional committees as needed.

Article VII – Finances

Section 1. A tentative budget shall be drafted in the spring for the following school year and approved at a fall meeting by a majority vote of the members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The board shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the Co-Presidents, Vice President-Finance and Treasurer.

Section 5. The treasurer shall prepare a financial statement at the end of the year to be reviewed by an external auditor.

Section 6. The fiscal year shall coordinate with the school year.

Section 7. 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 VIII – 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 IX – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article X – 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

- I. **Interested Person:** Any advisor, 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.
- II. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - A. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - B. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - C. 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 3II, 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

- I. **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.
- II. **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, they 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.
- III. **Procedures for Addressing the Conflict of Interest**
 - A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - B. 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.
 - C. 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.
 - D. 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.

IV. **Violations of the Conflict of Interest Policy**

- A. 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.
- B. 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:

- I. 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.
- II. 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

- I. 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.
- II. 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.
- II. 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 advisor, 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:

- I. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

- II. 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 XI - Revision of Bylaws

- I. Bylaws should be reviewed but not necessarily amended annually.
- II. Bylaw revisions may be submitted for review by any member of the PTO in good standing.
- III. Amendments and/or revisions must be posted electronically and emailed to members in good standing two weeks prior to the general membership meeting where all proposed changes shall be read and discussed. Proposed changes to Bylaws shall be voting on at the next membership meeting.
- IV. Bylaws may be amended or revised by the affirmative vote of a Quorum established for PTO general membership based on the members present and voting at any general membership meeting provided that the proposed amendment has been presented at a previous regular meeting.

These Bylaws were adopted by the Chesapeake Math and IT Academy South Elementary School PTO on

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