

BYLAWS
of
Barnwell Elementary PTO

Article I: Name

The name of this organization is Barnwell Elementary Parent Teacher Organization. For the purpose of these bylaws, this organization may also be referred to as BEPTO.

Article II: Purpose

Section 1: The purpose of BEPTO is to enhance and support the educational experience at Barnwell Elementary School, to develop a closer connection between school, home and community by encouraging involvement, and to improve the environment at Barnwell Elementary School through volunteer and financial support.

Section 2: The BEPTO is a non-profit organization which exists for charitable and educational purposes. It shall be organized and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article III: Membership

Section 1: Membership shall be automatically granted to all parents and guardians of Barnwell Elementary School students, plus all staff at Barnwell Elementary. There are no membership dues. Each family shall have one vote per household and one vote per staff member.

Section 2: All members are governed by the Standing Rules of the BEPTO.

Article IV: Officers and their Elections

Section 1: Executive Board— The Executive Board shall consist of the following officers: One President and one President-Elect (President(s)), 7 Vice Presidents, Secretary and Treasurer. Vice President positions can be shared and the number of VP positions can be increased or decreased as best serves the BEPTO. The School Principal, or his/her designee, is a voting member of the

Executive Board. The School Principal and a majority of members will approve Executive Board appointments for the following year. Parliamentarian is not an elected position, but is a role assigned to an active member of the BEPTO Executive Board. A parliamentarian is an optional position and can be nominated by any member of the Executive Board and must be approved by a majority vote of the Executive Board. One, or up to two, Certified Classroom Teacher will serve as a voting member of the Executive Board. The teacher board member(s) will be appointed by the School Principal and will serve for one year. This position is not open to classified, non-teaching, and/or administrative staff. All Executive Board members are expected to attend and participate at Executive Board meetings. Failure to regularly attend Executive Board meetings can be considered a failure to uphold the duties of an Executive Board position.

Section 2: Term of Office – The term of office for board officer positions is two years, beginning June 1st, and ending May 31st the following school year. A member may serve 2 nonconsecutive terms for the same position if desired. A member may serve consecutive terms if they serve in different positions.

Section 3: Qualifications – Any BEPTO parent/guardian member in good standing may become an officer of the BEPTO. Only one member of a student's immediate family or guardianship can be elected to the Executive Board during a term.

Section 4: Voting - Executive Board positions shall be elected by the end of May for the following school year. The Executive Board shall be voted in at a general PTO meeting where all PTO members may attend. A majority vote of members present shall be required for election. Newly elected Board will begin to serve June 1st through the following May 31st. The vote shall be conducted by voice vote or ballot. When there is one candidate (or one pair of co-candidates for a shared position), the ballot for that office may be dispensed with an election held by voice vote. The School Principal will serve as tiebreaker if there is a split vote between all members present at a BEPTO general meeting.

Section 5: Duties—~~THE~~ Executive Board – The Executive Board consists of President(s), Vice Presidents, Secretary, Treasurer, Principal and Teacher representative(s). The Board will develop the BEPTO's mission and vision, establish and monitor the annual budget, establish and oversee committees to conduct the work of BEPTO, establish fundraising programs, approve un-budgeted expenditures by majority vote of the Board, foster partnerships with local business, service, and educational partners, and ensure that the BEPTO's operations align with the school strategic plan.

President(s) – Preside at General BEPTO meetings and Executive Board meetings, serve as the official representative(s) of the BEPTO, and retain all official records of the BEPTO. The President(s) shall also be a signatory on all financial accounts and contracts with third parties. If there are two presidents, both must be signatories on financial accounts. If there is only one president, the secretary becomes a required signatory on financial accounts. The president(s) will serve as an ex-officio member of all committees.

Vice Presidents – Oversee the committee system of BEPTO, assist the President and chair meetings in the absence of the President.

Secretary – Record and distribute minutes of all Executive Board meetings and all General BEPTO meetings, prepare agendas for official BEPTO meetings, hold historical records for the BEPTO, call meetings to order, establish annual nominating committee for Executive Board positions, maintain subject matter expertise on BEPTO bylaws and handle official BEPTO correspondence.

Treasurer – Serve as custodian of BEPTO’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. Maintain accurate records with the Georgia Secretary of State’s Office regarding the BEPTO incorporation status, and pay all dues and fees related to incorporation in a timely manner. The Treasurer shall also be a signatory on all financial accounts.

School Principal - Serves as the tiebreaker if there is a split vote between all members present at a BEPTO Executive Board meeting.

Section 5: BOARD MEETINGS – The Executive Board shall meet monthly during the school year, or at the discretion of the President(s). Board meetings are not open to non-executive board members.

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. This provision does not pertain to the principal or teacher member of the Executive Board.

Section 7: VACANCY – If a vacancy occurs on the Executive Board, the president(s) shall appoint a BEPTO member to fill the vacancy for the remainder of the officer’s term.

Section 8: ANNUAL OFFICER CANDIDACY- Open Board positions will be

determined and publicized no later than 30 days prior to voting. Interested parties should contact the Secretary to be added to the ballot. Ballots will be determined and publicized no later than 10 days prior to voting.

Article V: Standing and Special Committees

Section 1: Any member in good standing shall be considered to serve as a committee chair.

Section 2: The Executive Board may create or dissolve any and all committees as it may deem necessary to promote the purposes of the BEPTO and the school strategic plan.

Section 3: The term of office of a committee chairperson shall be 1 year. Committee chairs can serve multiple consecutive terms as approved by the Executive Board. Committee chairs must be approved by the Executive Board and can be removed at any time by a majority vote of the Executive Board.

Section 4: The VP shall present a plan of work for all the committees presiding under them to the President and President-Elect. No committee work and/or correspondence shall be undertaken and/or distributed without the approval of the presiding VP overseeing said committee.

Article V: Meetings

Section 1: GENERAL BEPTO MEETINGS – General BEPTO meetings shall be held during the school year at the discretion of the Executive Board, with no fewer than two meetings per school year.

Section 2: VOTING – Each member in attendance at a BEPTO meeting is eligible to vote, one vote per household and staff member.

Section 3 – QUORUM –A simple majority vote is required to pass a measure in any meeting of this organization.

ARTICLE VI – Financial Policies

Section 1: FISCAL YEAR - The fiscal year of BEPTO begins July 1 and ends June 30 of the following year.

Section 2: BANKING - All funds shall be kept in a checking account in the name of Barnwell Elementary PTO, requiring two signatures of the Executive Board and held at a local financial institution. One debit card can be utilized for budgeted items or items approved by the Executive Board. Only official

signatories (President(s), Treasurer) are authorized to use the card. The BEPTO Treasurer will maintain possession of the BEPTO card.

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. BEPTO shall arrange an independent review of its financial records each year by a licensed CPA not associated with the school. The Treasurer must report a current summary of all financial activity and the current cash balance at each Executive Board meeting and at a minimum of two general meetings of the BEPTO.

Section 4: ENDING BALANCE – The organization shall leave a minimum of \$10,000.00 in the treasury at the end of each fiscal year; however, a lesser amount may be agreed upon by the Executive Board for matters deemed urgent and/or critical.

Section 5: CONTRACTS – Contract signing authority is limited to the President(s) or the President(s) and school Principal when required.

Section 6: Financial Reports – All PTO's financials are subject to annual audits by a licensed CPA not affiliated with the school.

Section 7: REIMBURSEMENTS – All reimbursement requests must be approved with signature by one non-recipient Executive Board Member; all reimbursement requests exceeding \$200 must be approved with signature by two non-recipient Executive Board Members, including a President.

Section 8: HANDLING OF CASH – All BEPTO Members may collect cash on behalf of BEPTO at BEPTO-sponsored events; however, a minimum of one Executive Board Member must be present at all times.

Section 9: CASH DEPOSITS – All cash deposits must be counted separately, by two members, including an Executive Board Member but not including the Treasurer. Executive Board Member is solely responsible for delivering deposits to the Treasurer.

Article VII-Business Partners

Section 1: Becoming a Business Partner shall extend for the current school year. A Business Partnership can be terminated if they are deemed by the Executive Board to be conducting unlawful or unethical practices, or do not possess fundamental principles of the BEPTO. All Funds given to BEPTO are at the discretion of the Board and are nonrefundable. All partners in education are

subject to all policies and rules of the Fulton County School District, and the BEPTO.

ARTICLE VIII – Bylaw Amendments

Amendments to the bylaws may be proposed by any BEPTO member. Amendments presented at a BEPTO meeting shall be considered for voting at a subsequent meeting. Any meeting where a bylaw change is being recommended must be publicly advertised for 30 days prior to the meeting. A two-thirds majority of all members present and voting is required to adopt an amendment to the Bylaws.

Article IX - Dissolution

The organization may be dissolved with previous notice of the intent to dissolve being given to the entire general membership. A two-thirds vote of members present is sufficient to dissolve this organization. Following dissolution, the organization shall follow the bylaws regarding the proper distribution of assets for a 501(c)(3) organization. Upon dissolution of the BEPTO, any funds remaining shall be donated to the Barnwell Elementary School or any non-profit organization that will serve the Barnwell Elementary community as deemed appropriate by BEPTO. The funds shall be exclusively used for charitable, educational purposes which qualify for exemption under section 501(c)(3) of the Internal Revenue Code.

Article X - Parliamentary Authority

The authority for this organization shall be “Robert’s Rules of Order Newly Revised.”

Article XI: Conflict of Interest

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 executive board member, committee chairperson,

and/or member of a committee with 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 BEPTO Executive Board 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 BEPTO Executive Board 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 BEPTO Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide whether a conflict of interest exists. A conflict of interest is deemed present by a majority vote of present members of the Executive Board.

c. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the Executive Board 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 President(s) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Executive Board 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 Executive Board 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 Executive Board 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 Executive Board 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 Executive Board 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 Executive Board'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 Executive 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 Executive 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.

Article XIII: Adoption

These bylaws were adopted by BEPTO on June 12, 2020.