PTO Minutes September 20, 2018

Due to the length and amount of comments, please refer to the recording for full details.

Mrs. Couch opens at 9:30 with a call to order and announces this meeting is being recorded.

Bylaws are included in the packet that Mrs. Couch put together and handed out. She noted that she has some handwritten notes on them.

Parent Doug Stevenson brings a point of order on board positions covering all positions allowed in the bylaws stating the Co-Presidents are not allowed in the bylaws and are a suspension of the rules.

• Roberts Rules cannot be suspended even by unanimous vote.

•Positions of Co-Presidents and Corresponding Secretary (appointed) are of an illegitimate board. Refer to handout. Vacate these positions then:

• Three elected positions matching the bylaws -Vice President, Secretary and Treasurer could re-appoint these positions to match what bylaws allow so that we may submit correct bylaws to the IRS.

•Nomination Committee should not have allowed Co-Presidents, in compliance with our bylaws dated 2015. Bylaws of 2018 voted, did not pass.

•Question made by a parent “Can we use the word “shall” in the bylaws in reference to allowing Co-Presidents.

• Doug states the legitimate board could re-appoint board positions to keep all the same board members so that when we submit the bylaws to IRS for reinstatement of 501c3 with board member names, they match the bylaws. We don’t want to waste time and money submitting incorrectly to have them kicked back by the IRS.

Mrs. Couch asked for clarification of confirmation of positions to match bylaws.

Parent Cynthia Saracino asks Doug what his desire is today. Doug states his desire is to see the organization follow the rules.

Parent Sarah Purcer asks if we can all do this together?

Mrs. Couch states:

•According to Roberts Rules, we will try to allow everyone to speak.

•We have to follow the bylaws to submit the 501c3 reinstatement. We need to do what’s right and bring the community together, the kids are counting on us.

•PTO needs to be separate from the Principal.

• She recommends that we focus on the 501c3 status, follow the bylaws, hire professionals since we have enough money in the budget and let the professionals handle, so that we don’t need to handle it and make it personal.

• Brought in Sam Sweat with FCBOE to help and be neutral so the Principal is not choosing sides.

•Let the professionals handle so she can get back to teachers and kids.

Sam Sweat with FCBOE states:

• We need to come together and do what’s best for kids, teachers and community to fix it.

• Braelinn is a great school with about $83,478 locked in our account, we need to resolve.

Parent Cynthia Saracino comments that she was a donor to the adapted playground and she discussed with her CPA the tax status and he indicated that it should not be a problem. She also stated another school in the area had a similar issue and it was resolved with no issue and little fees.

Doug Stevenson reiterated same people stay on the board just move around to fill all positions.

Parent Andree Shedd commented that two parents came forward to fill President role. It is a lot of work and they agreed to share and were dually elected. Could we move forward with the “shall” in the bylaws as a compromise without tearing apart the board and discourage others from getting involved.

 She stated that she was put into the Co-Treasurer position by the Presidents and when she realized it was causing friction, since only one Treasurer was elected, she stepped down.

Jackie Jimenez offered to step down as Co-President.

Doug Stevenson states Mrs. Couch made a good point.  The current (7)board members can have a majority of the quorum, which the bylaws states is (11) people. He stated that in the bylaws, the Executive Board decides or appoints and the proposed new bylaws gave the Executive Board the power to take away the proposals of the bylaw review committee.

Parent Diane Owens asks if we could ask the IRS if they will follow the “shall” in regards to the bylaws for when they are submitted.

Also could we stop being a 501c3 and eliminate this issue?   If not 501c3, then we are taxed.

Doug Stevenson states the Board is trying to suspend the rules.

Jackie Jimenez offers to step down and states she stepped up as Co-President because nobody else was willing to do it. She will step down with her character and dignity in tact.

Christine Gutshall states what the Board has done since this summer: raised lots of sponsorship money, been at every event, helped the teachers and the kids. She has enjoyed working with this board. She had nominated Kristen Stevenson for the Board but she chose not to accept. She states that a small group of people who don’t care want to bring down the PTO, that’s what she has been told. The agenda of this small group, she states, is to bring down this board to leave a group in that is for the adapted playground.

Mrs. Couch states in talking with the school district attorney’s, we need to be able to use PTO money to pay attorney’s and CPA’s but that is not in the approved budget. In the bylaws it states the Board can designate up to $3,000 without approval, however, there has to be a line item for it. We need to hire and pay an objective CPA and an attorney. But when the money is tied up and trying to follow bylaws to a “t” the money is just tied up.

There is already work being done with a CPA. Motion made for a parent in attendance to sponsor the cost of the CPA. A second was made. All in favor raised hands, all opposed given opportunity and the motion carries by majority vote.

A motion was made to keep current board together and a second was made.

Another motion made to keep current board together until advisement from a CPA and attorney.

Doug Stevenson brings a point of order that as soon as a resignation was given, the board became what it was. A parent stated the resignation was not accepted. Another parent suggested waiting until counsel was contacted.

Doug stated as the meeting moved on to new business, it was moved forward.

Mrs. Couch states to think of our children. None are allowed in the library during this meeting. Today is the Starr’s Mill HS homecoming parade starting in our parking lot.  This is an opportunity for us to move forward together as a community. This is not the worst thing to happen to a school.

People brought good points to the table to help us submit to the IRS.

Sam Sweat states we do not currently have a bylaw review committee. We had one from last year but not this year.  We need two parents, a teacher, Board VP and PTO Board Advisor. Recommends forming a committee, keep the board as is, resolve it with the committee without having to use Robert’s rules.  CPA is taken care of, talk to an attorney about the “shall” in bylaws.

Mrs. Couch feels we are at a standstill and although the bylaws state they meet in January, a bylaw review committee could help with this. The committee consists of VP, Cameron Schwieger, Faculty member will be Heather Sherwood, Counselor, PTO Advisor, Jenni Defler and a minimum of two parents.

Motion made by a parent that four parents participate plus three above for seven for an odd number.  Discussion about who wants to be a parent participant and can meetings be public?

Sam Sweat states the minutes can be posted.

Parent asked what the impending vote is for? He states to serve on the bylaw review committee.

This could change the bylaws, which would still need to be voted on by the parents later.

Doug states that we are trying to suspend the rules since it is not January.

Mrs. Couch stated an attorney needs to advise and Mr. Sweat states the school district attorney states to use the bylaw review committee, month is not important (or we could go technically by the bylaws) as long as using the committee and it passes with 2/3 majority vote, the attorney says it is fine.

Cynthia Saracino states that according to the bylaws Section 6, Article 7, a quorum (11 members) is necessary for any motion.

Doug Stevenson says that the Roberts Rules states that the rules cannot not be suspended.

Mr. Sweat states that we could go with a 2/3 majority vote, as Doug is one parent.

A parent requests that small comments be refrained from being made. Another parent asks for a closed vote.

Ring Jiang asks if we can vote today vs waiting on a new committee? Mrs. Couch says that the dissolution statement recommended by the CPA needs to be included in the bylaws, and that was not known at the time by the previous committee. Heather Kinsinger asks if the previous committee should work on this and Cynthia Saracino states that they may not be willing to.

Parent Nicole Norris commented that she was involved with PTA at a previous school in another state and the state PTA organization had a template on their website that could be used or adjusted to fit your organization and it is easy to use.

Movie Night is offered to be sponsored by two parents, paid directly to the vendor if needed.

Several parents step forward to participate. Paper vote counted by two faculty and one parent. The four voted in are: Nicole Norris, Bekka Melchiors, Andree Shedd and Cynthia Saracino, chaired by the PTO VP, Cameron Schwieger.

Statement needs to be added to the bylaws: "Upon the 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."

Motion made, second supports, motion carried by majority votes.

Motion made to elect Christine Gutshall as PTO President, a second supports, motion carried by majority vote.

Thank you extended by a parent for posting the descriptions of the budget items on the PTO website.

Motion to adjourn at 10:46 a.m.