

Non-Profit Bylaws

of

Newport Elementary PTO

Article I – Name

The name of this organization shall be designated as the Newport Elementary School Parent Teacher Organization (PTO). The activities of this organization shall be directed by the PTO Board.

Article II – Purpose

Section 1. Purposes. The overall purpose of the PTO shall be:

- A.** To promote the general welfare and betterment of the Newport Elementary School (NES) and its students.
- B.** To promote the welfare of the children and youth in homes, school, and community.
- C.** To promote the highest standards of home life.
- D.** To bring into closer relation the home and the school, that parents and teacher may cooperate intelligently in the education of the child.
- E.** To develop between educators and the general public such united efforts that will secure for every child the highest advantages in physical, intellectual, and social education.

Section 2. Federal Status. The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

Article III – Basic Policies

Section 1. Administration. This PTO shall cooperate with the school to support the improvement of education in ways that will not interfere with administration of the school and shall not seek to control their policies.

Section 2. Neutrality. This PTO shall be noncommercial, nonsectarian, and nonpartisan. It shall not endorse a commercial enterprise. The name of the PTO or the names of any members in their official capacities shall not be used in connection with a commercial concern or with any political interest, or for any purpose other than the regular work of the PTO.

Section 3. Cooperation. This PTO may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordination councils, providing its representative makes no commitments that bind the group he/she represents without first securing the express stated consent of the group or its executive officers.

discretion of the organization, which may include legal action to recover the funds.

- F. If the individual is a parent or guardian of a child who participates in fundraisers organized by the organization, the child shall also be prohibited from participating in fundraisers until the bounced check and associated fees are paid in full.

Article V – Meetings of Members

Section 1. General Meetings. Except as provided herein, the rules contained in Robert's Rules of Order Newly Revised, shall serve as the parliamentary authority for the Newport Elementary School Parent Teacher Organization. Regular meetings of the PTO shall be held as scheduled by the Board of Directors on the second Thursday of each month from September to May of the school year.

Section 2. Non PTO Organizations. All soliciting by charitable organizations, businesses, or fundraising companies is expressly prohibited during any Newport Elementary PTO meetings. These groups may be invited to speak when appropriate.

Section 3. Virtual Meetings. Virtual meetings are offered for each meeting. Voting in these meetings will be considered valid, as long as the member is present virtually. Cameras will need to be turned on during voting.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors, or upon the written request of twenty (20) percent of the membership.

Section 5. Notice of Meeting. Written notices of the regular general meetings shall be provided by the PTO President and sent home with students at least one (1) week prior to the meeting date. The notice shall specify the place,

date, hour, and purpose of the meeting. It shall be the responsibility of any person(s) calling a special general meeting to arrange for notices to be sent to the membership at least three (3) days prior to such meeting. The specific purpose of special meetings shall appear on all notices.

Section 6. Non-PTO Board Members. Non-PTO board members (parents/guardians/staff members) that wish to speak at a meeting must contact the PTO President a minimum of one week prior to the scheduled meeting to request placement on the agenda (name of person wishing to speak and topic).

Section 7. Voting Rights. A Board of Directors (Article IV Section 7) will be in place that will vote on matters brought to the Board of Directors. The Board of Directors will consist of the Executive Board (5 members) and 4 additional members put in place at the beginning of the school year.

Section 8. Proxies. No voting Board of Directors member may cast a vote by proxy.

Article VI – Nomination and Election of Board Members

Section 1. Nominating Committee. The nominating committee shall consist of seven (7) members. 5 members, no fewer than two (2) shall be existing Board of Directors members and no fewer than five (5) shall be selected from the general PTO membership. The general members should have previous NES volunteer experience, and a knowledge base of the NES community and willingness to express opinions in regards to such. These seven (7) members of the nominating committee shall be chosen by blind draw by the PTO Executive Board if more than seven (7) members volunteer for the nominating committee. Nominating committee members shall make a concerted effort to recruit for the slate of the following year's board as needed. A chairperson shall be chosen from

providing a structured framework for effective governance.

Section 2. Board Composition. The Board of Directors shall consist of nine (9) members who collectively form the voting board. Each member of the voting board is entitled to one vote on matters requiring a vote.

Section 3. Nomination and Election.

- A. **Nomination Process.** Members of the organization may nominate candidates for the Board of Directors. Nominations may be submitted in writing or floor nomination at a meeting to the Nominating Committee, and self-nominations are also accepted.
- B. **Nominating Committee.** The Nominating Committee, appointed by the Executive Board, shall oversee the nomination process, ensuring a fair and inclusive representation of the organization's membership.
- C. **Election Process.** The election of board members shall take place at the March meeting. Members present at the April meeting shall cast their votes to elect candidates to fill the available board positions.
- D. **Term of Office.** Board members shall be elected for a term of 2 years, extendable term.

Section 4. Transition to a 9-Member Board.

Upon approval of this bylaw section, the organization shall initiate a transition process to establish a 9-member Board of Directors. Existing board members may continue to serve until the completion of their current terms or until new members are elected.

Section 5. Vacancies. In the event of a vacancy on the 9-member Board of Directors shall have

the authority to appoint an interim member until the next election.

Section 6. Review and Amendment. This section shall be subject to periodic review, and amendments may be proposed and approved through the organization's Amendment Process.

Article IX – Alternative Voting Arrangement.

Section 1. Inability to Establish a 9-Person Board of Directors. In the event that it becomes impractical or impossible to establish a 9-person Board of Directors, the Executive Board shall assume the voting rights and responsibilities outlined in this section.

Section 2. Transition Period. During the transition period when a 9-person Board of Directors cannot be constituted, the Executive Board shall act as the primary decision-making body with full voting authority.

Section 3. Voting Powers of the Executive Board. The Executive Board, as defined in [Article XIII], shall collectively possess the voting powers that would have otherwise been distributed among the 9-person Board of Directors. Each member of the Executive Board is entitled to one vote on matters requiring a vote.

Section 4. Quorum Requirement. The quorum for decision-making during this alternative arrangement shall be two-thirds vote of the members constituting the Executive Board.

Section 5. Decision-Making Process. Decisions requiring a vote shall follow the same procedures and protocols outlined for the 9-person Board of Directors, as specified in [Article VIII]. This includes but is not limited to the notification of meetings, the establishment of agendas, and the recording of minutes.

Section 6. Regular Review. The organization shall regularly review the status of the Board of Directors structure to determine the feasibility

Section 5. Nominations and Elections. Elections will be held at the April meeting. The nominating committee shall select a candidate for each office and present the slate at the March meeting. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 6. Vacancy. Any vacancy on the Board of Directors shall be filled by majority vote of the voting board.

Section 7. Removal from Office. After an appropriate hearing, the entire Board of Directors, by its majority vote, may expel a Board of Directors member for just cause. Because removing a Board of Directors member or member for misconduct is a serious event for any organization and should rarely be used, there are specific procedures to follow to protect the rights of the organization and the individual: the individual has a right to due process-to be notified of the grievances, given time to prepare a defense, and allowed the right to appear and defend him or herself. A hearing is an extreme measure. The best policy is to talk to the member and see what can be resolved before the situation ever reaches this proceeding; if appropriate, an offer to the individual to resign from the Board of Directors/organization rather than be removed for cause is highly recommended. See Appendix 1 "Procedure for removing a NES PTO Board of Directors member or member."

Article XIII – Executive Board Composition

Section 1. Establishment of the Executive Board. The organization shall maintain an Executive Board, which shall serve as the leadership body responsible for overseeing and managing the strategic direction and day-to-day operations of the organization.

Section 2. Composition of the Executive Board. The Executive Board shall consist of the following positions:

- A. President.** The President shall preside over meetings, represent the organization in external matters, and provide overall leadership to the Executive Board.
- B. Vice President.** The Vice President shall assist the President in their duties and assume the role of the President in their absence. They may also be assigned specific responsibilities as determined by the Executive Board.
- C. Secretary.** The Secretary shall be responsible for maintaining accurate records of meetings, handling correspondence, and managing official documents of the organization.
- D. Treasurer.** The Treasurer shall oversee the financial affairs of the organization, maintain financial records, and provide regular financial reports to the Executive Board.
- E. Membership/Volunteer Coordinator.** The Membership/Volunteer Coordinator will oversee the members of the PTO and all communication members. The Membership/Volunteer Coordinator is in charge of all event volunteering and seeking those volunteers.

Section 3. Election and Term of Executive Board Members. Members of the Executive Board shall be elected in accordance with the organization's bylaws. The term of each Executive Board member shall be specified in the bylaws, and re-election may be permissible based on the organization's policies.

Section 4. Removal and Vacancies. Procedures

Treasurer(s) shall present a financial statement consisting of a balance sheet, profit and loss statement and a list of non-budgeted expenditures to the members at each meeting and/or at any time requested. The Treasurer(s) shall also present all checks monthly to the Vice President and/or Secretary for review and authorization. Any expense checks written to the Treasurer(s) must be signed by President. The Treasurer(s) may not sign any checks for his/her own personal reimbursement. The Treasurer(s) will report and pay sales tax to the State Comptroller each quarter, and file Form 990/990EZ with the IRS annually.

Section 5. Volunteer/Membership Coordinator. This position may require additional duties such as, but not limited to, recruiting volunteers as needed for fundraising, filling in for positions under the director position if volunteers are not identified, and other duties as assigned by the Board. The Volunteer/Membership Coordinator shall maintain a list of names and addresses of all members of the Board of Directors. They shall oversee all volunteer chairpersons. This position may require additional duties such as, but not limited to, recruiting and communicating with volunteers as needed. The Volunteer/Membership Coordinator shall coordinate all communications and pertinent PTO-related information to the school community and other relevant parties, using appropriate communication channels to publicize the information at appropriate times.

Article XV – Succession Planning and Transitional Shadowing

Section 1. Succession Planning. In the event of a Board of Directors member's decision to step down, the Executive Board recognizes the importance of a smooth transition to ensure the continued effective functioning of the organization. To facilitate this transition, the resigning board member shall work in

collaboration with the Board of Directors to identify a suitable successor.

Section 2. Transitional Shadowing. Upon the decision to step down, the resigning board member is encouraged to identify and recommend an individual willing to shadow and learn the responsibilities of the position. The Board of Directors shall consider this recommendation and, if deemed appropriate, approve the transitional shadowing arrangement.

Section 3. Purpose of Transitional Shadowing. The purpose of transitional shadowing is to provide the successor with an opportunity to observe, learn, and gradually assume the responsibilities of the resigning board member. This process aims to ensure a seamless transfer of knowledge and expertise.

Section 4. Duration of Transitional Shadowing. The duration of the transitional shadowing period shall be determined collaboratively by the resigning board member, the successor, and the Board of Directors. The goal is to strike a balance that allows for a comprehensive understanding of the role while respecting the time constraints of all parties involved.

Section 5. Responsibilities During Transitional Shadowing. During the transitional shadowing period, the resigning board member shall actively engage with the successor, sharing insights, providing guidance, and facilitating a hands-on learning experience. The successor, in turn, is expected to actively participate, ask questions, and demonstrate a commitment to learning the intricacies of the position.

Section 6. Board Approval of Successor. At the conclusion of the transitional shadowing period, the Board of Directors shall assess the readiness and suitability of the successor to assume the responsibilities of the resigning board member. The Board of Directors reserves the right to

Section 4. Committees are under the umbrella of the PTO. All committees are an extension of the PTO Board of Directors and will keep the PTO Board of Directors and members informed of their actions. The PTO Board of Directors has final approval on all committee actions. All communications from the committee must cc the PTO email.

Section 5. Committee Fundraising. Committees will meet to develop a plan of work and present it to the PTO Board of Directors to be approved before any action is taken. After the concept has been approved and the committee has developed a recommendation, a request to be placed on the meeting agenda to report on the committee's plan of action. A budget and how funds will be raised must be presented as part of the plan for fundraising.

Section 6. Meetings. Committees may hold regular meetings after PTO meetings, ensuring effective communication and coordination. Minutes of committee meetings should be documented and shared with the Board of Directors within 1 week after the meeting is held.

Section 7. Budget and Expenditures. Committees may be allocated a budget by the PTO for approved activities. Expenditures must align with the PTO's financial policies and require board approval. Requests for finances must be made in writing and explain how the funds will be allocated.

Section 8. Dissolution of Committees. The Board of Directors may dissolve a committee with notice (14 days) and a two-thirds majority vote. Reasons for dissolving a committee:

- A.** Committee has not complied with Article 12 sections 1 through 7.
- B.** If no progress is made toward completion of the committee's purpose.

- C.** Committees exist for the duration of their assigned tasks or projects.

Article XVIII - Chairpersons

The Board of Directors may appoint chairpersons as needed, such as, but not limited to, Large Project Chairperson(s), 5k Chairperson(s), Santa Workshop Chairperson(s), Valentines Roses Chairperson(s), Penny Wars Chairperson(s), and Marianna's Chairperson(s), must be PTO members in good standing.

Article XIX – Event Authorization

Section 1. Event Authorization. All events organized or sponsored by the organization shall be subject to the approval of the Board of Directors. Event organizers must submit a detailed proposal outlining the purpose, logistics, and budget of the event for review and approval by the Board of Directors.

Section 2. Types of Events. The organization may host a variety of events, including but not limited to fundraisers, conferences, workshops, and community outreach programs. The specific types of events permitted and their respective guidelines shall be outlined in the organization's policies.

Section 3. Event Planning and Coordination. Event organizers shall be responsible for the planning, coordination, and execution of events. This includes securing necessary permits, booking venues, managing logistics, and ensuring compliance with all applicable laws and regulations.

Section 4. Budget Approval. A detailed budget for each event must be submitted to the Board of Directors for approval. The budget should include estimated expenses, potential revenue sources, and any funding requests from the organization. Event organizers are responsible for managing the event within the approved budget.

policies, an impartial investigation shall be conducted by the Executive Board. The investigation may include interviews, gathering evidence, and consultation with involved parties.

B. Disciplinary Actions.

- a. **Verbal Warning:** Minor infractions may warrant an initial verbal warning issued by the Executive Board.
- b. **Written Warning:** For more serious violations, a written warning may be issued, detailing the nature of the misconduct and expectations for improvement.
- c. **Probation:** In cases requiring closer monitoring, the Executive Board may impose a probationary period with specific conditions.
- d. **Suspension:** Temporary suspension from certain privileges, duties, or participation in NES PTO activities may be implemented as a disciplinary measure.
- e. **Termination or Removal:** For severe violations or repeated offenses, termination of membership, employment, or association with NES PTO may be considered. This decision requires approval by the Board of Directors.

C. Right to Appeal. Individuals subject to disciplinary actions have the right to appeal the decision. The appeal process will be outlined in a separate [Appeals Policy] document.

Section 4. Confidentiality. All disciplinary matters shall be handled with utmost confidentiality to protect the privacy of involved parties, unless disclosure is required by law.

Section 5. Recordkeeping. Records of disciplinary actions, including warnings and sanctions, shall be maintained in a secure manner by the Secretary for a period of 5 years.

Section 6. Review and Revision. This section shall be reviewed periodically by the Executive Board to ensure its effectiveness and relevance. Amendments may be proposed and approved through the organization's Amendment Process.

Article XXIV – Parliamentary Authority

Section 1. Amendments and Parliamentary Authority. The Bylaws may be amended at any general meeting of the PTO. A committee shall be created in order to discuss and propose amendments. This committee shall be comprised of a minimum of 7 members, at least two (2) of which shall be non-Executive Board members, this committee shall be made up of an odd number of members. If an even number of people volunteer, a blind draw shall take place in order to ensure a fair selection for the committee. No person shall be barred from the discussions of amendments. The Board shall review the proposed amendments before the General Meeting. One week prior to the General Meeting, notice of the proposed amendments shall be provided to the membership by the President or his/her appointee. The proposed amendments shall be voted on at the General Meeting with two-thirds majority vote of the voting board.

Article XXV – 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 a member

disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the meeting shall contain: 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 Board of Directors' decision as to whether a conflict of interest in fact existed.

Section 5. Compensation. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

Section 6. Annual Statements. Each Board of Directors member shall annually sign a statement (see Appendix 2) which affirms that such person:

- A. Has received a copy of the conflict of interest policy;
- B. Has read and understood the policy;
- C. Has agreed to comply with the policy; and
- D. 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, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations, conform to the organization's written policies, and properly record and reflect reasonable investor 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 not need, use outside advisors. If outside experts are used, their uses shall not relieve the governing Board of its responsibility for ensuring that periodic reviews are conducted.

THESE BYLAWS IN ITS CURRENT FORM, AS REVISED AMENDED, AND APPROVED BY THE NEWPORT ELEMENTARY PARENT TEACHER ORGANIZATION MEMBERS ON MARCH 14, 2024, SUPERSEDES AND MERGES ANY AND ALL PREVIOUS BYLAWS, AND ENCOMPASSES THE TOTALITY OF THE REGULATIONS BINDING UPON THIS ORGANIZATION AND IT'S MEMBERS.

SAMPLE LETTER INFORMING A BOARD MEMBER/MEMBER OF A HEARING

Private and Confidential

Dear (Name),

Further to our discussion on (date when member was informed that they may face a hearing), I am now writing to inform you that a hearing is to be held. This is scheduled to take place at (time) on (date) in (room). You should report to (room) where you should wait until invited into the hearing. If this date is not convenient for you then you should contact (name) immediately to arrange an alternative. Please note that the time delay is to give you an opportunity to prepare; the hearing can be held sooner by mutual agreement. If you fail to attend without good reason, the meeting will go ahead in your absence. If you seek to delay the meeting, you can do so by up to a further five (5) working days.

The hearing is being called to consider (specific nature of the concern). The meeting will be chaired by (name). Copies of all documents that will be considered at the hearing are enclosed. Any documents that you intend to refer to should be forwarded immediately, addressed to me by (date). You have the right to be accompanied, but the name(s) of any person who will speak on your behalf must be submitted to me, in writing, by (date). Additionally, please direct any questions, in writing, to me by (date).

Please remember that this matter is confidential; it is not appropriate that it should be discussed at anything other than a formal meeting called for that specific purpose.

Sincerely,

(signature)

Compensation:

A voting member of the Board who receives compensation directly or indirectly from the organization for services is precluded from voting on matters pertaining to that member's compensation.

Annual Statements:

Each Board member 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 Conflict of Interest Policy;
- Has agreed to comply with the Conflict of Interest Policy; and
- Understands that the organization is charitable and that to retain its federal tax-exempt status, it must engage primarily in activities which accomplish one or more of these tax-exempt purposes.

Printed Name and PTO Board Position

Signature

Date

Conflict of Interest Disclosures (if any)