

Bylaws of the Westran Parent Teacher Organization



Article I – Name

Section 1: The name of this organization shall be the Westran Parent Teacher Organization.

Section 2: The boundaries within which the organization shall function shall be same boundaries as the Westran R-1 School District, 210 West Depot, Huntsville, MO 65259. This includes Pre-School through Fifth Grade.

Article II - Description & Purpose

Section 1: Description: The PTO is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 2: Purpose: The purpose of the PTO is to enhance and support the educational experience at Westran School District to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Westran School District through volunteer and financial support.

Article III – Membership

Section 1: Structure - Membership shall be automatically granted to all parents, guardians and teachers of Westran Elementary School students, plus all staff at

Westran Elementary School. There are no membership dues. Members have voting privileges, one vote per household.

Article IV – Officers and Their Election

Section 1: Executive Board – The Executive Board, also known as Officers, shall have general charge and control of the affairs, funds, and properties of the Organization and shall maintain records of such in a central location, including current and prior budgets, check registers, governmental forms, committee reports, contracts and correspondence.

Section 2: Term of Office – The Executive Board shall be chosen at the Regular Meeting in May. The term of office for all officers is one (1) year, beginning on July 1 and concluding on June 30 of the following year. No officer shall serve more than two (2) consecutive terms in any given office, but each shall continue beyond that time if necessary until his or her successor is qualified, nominated and elected. Upon being elected, each officer shall be given a copy of the Bylaws.

Section 3: Nominating Committee – Nominations of the Executive Board shall be made by a nominating committee comprised of no less than three members selected by the President. The committee shall select its own chairperson. The nominating committee shall place in nomination at least one name for each office and present this slate via publication issued to the entire general membership at least four weeks prior to the Regular Meeting in May.

Section 4: Method of Voting –

- A.** Officers shall be elected annually by ballot at the regularly scheduled Regular Meeting in May by a majority vote of the membership present at that meeting.
- B.** Ballots should be counted by a committee of three persons.
- C.** If there is but one candidate for any office, the election for such office(s) may be by voice, show of hands or slate approval.
- D.** Voting by proxy shall not be permitted.

Section 5: Duties of Officers – The Officers of this Organization shall include, at a minimum, a President, a Vice President, a Secretary, and a Treasurer. Teachers with children in Westran are eligible to hold any of these officers, except President due to the possible conflict of interest.

President – The President shall preside at all meetings of the Organization and of the Executive Board, be a member ex officio of all committees except the Nominating Committee, be authorized to appoint any special committee necessary, maintain the right to table discussions or voting, at his/her discretion, for such reasons as new agenda items, time constraints, or items that require additional information, work with the Secretary to prepare the agenda for each

meeting, be an authorized cosignatory for all accounts of the Organization, work with the principal on designated duties and tasks, delegate the duties of any position that remains vacant, and perform all other duties usually pertaining to the office.

Vice President – The Vice President shall act as aid to the President and shall perform the duties of the President in case of the absence of the President as well as all other duties as assigned by the President. In case of absence or disability of both the President and Vice President, the remaining two officers may elect one of their number to perform temporarily all the duties of the President.

Secretary – The Secretary shall record the minutes of all meetings of the Organization and of the Executive Board, report on all relevant correspondence at each Executive Board meeting, aid the President in preparing the agenda for all meetings, maintain a current copy of the Bylaws as well as the records of all meeting minutes, maintain a list of the current members of the Organization and perform all the other duties as assigned by the President.

Meeting minutes shall include:

- A. The kind of meeting (regular or special)
- B. The name of the organization
- C. Date and place of the meeting
- D. Presiding officer
- E. Public comments, if any
- F. Name of member making and seconding each motion
- G. Minutes should reflect all actions taken by the board or membership during a meeting, as well as general topics of discussion during the meeting; it is not necessary for minutes to reflect every specific facet of discussion.
- H. A summary of all reports

Treasurer – The Treasurer shall receive all monies of the Organization, keep an accurate record of receipts and expenditures and disburse funds as budgeted or approved by members, be responsible for the maintenance of the bank account and records of the Organization, be responsible for the filing of any necessary financial and tax forms with the appropriate governmental authorities, be responsible for the maintenance of all financial records of the Organization, present a statement of account at every meeting of the Organization and any

other times as requested by the Executive Board, and maintain a file of the budget reports presented at Organization meetings.

The Treasurer's accounts shall be examined annually by an auditing committee of two members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report. The Auditing Committee shall be appointed by the President at least two weeks before the meeting at which the new officers assume duties. In the absence or incapacity of the Treasurer, the Secretary will act as the Assistant Treasurer.

Section 6: Chairperson(s)/Project Coordinator(s) – The President can appoint a PTO member as Chairperson or Project Coordinator for a specific volunteer event who will be responsible for making sure the event is planned effectively, conducted appropriately and ensuring matters are dealt with in an orderly manner in accordance with the standing rules of this organization.

Section 7: Executive Board Meetings – The Executive Board shall meet at the discretion of the President.

Section 8: Vacancy – If a vacancy occurs on the Executive Board, the President shall appoint a PTO member to fill the vacancy, for the remainder of the officer's term. If a vacancy occurs in the Presidency, the Vice President shall succeed to President.

Section 9: Liability – The Officers shall not be personally liable for the debts, liabilities, or other obligations of the organization.

Section 10: Removal – An Officer can be removed from office for failure to fulfill his/her duties and/or whenever in its judgment the best interests of the PTO would be served thereby, after reasonable notice, by a majority vote of the Executive Board.

Article V – Meetings

Section 1: General PTO Meetings –

- A.** Regular Meetings of the PTO shall be held on the 2nd Wednesday of each month. In the event of a lack of quorum, the regular meeting will be postponed to the 3rd Wednesday of the month.
- B.** The 1st meeting of the year shall be held during the month of July.
- C.** Special meetings may be called by the President or by the acting President upon request of any Officer for the transaction of only such business as stated in the call for the meeting, given that at least two days' notice was provided.
- D.** The date and time of each meeting will be confirmed at the meeting occurring prior to that date.

- E. The Secretary will notify the public, including members, of the date and time of each meeting in the form of electronic communication such as Facebook, GroupMe, the PTO website and/or by email notification within the week preceding the meeting.

Section 2: Officer Absence – If an Officer is unable, for good reason, to attend a scheduled meeting, the President will be notified as soon as possible. If a quorum cannot be met, the President shall notify the remaining members of the postponement or cancellation of the meeting as appropriate.

Section 3: Minutes –

- A. Minutes of all open meetings and all formal actions of Executive sessions shall be kept.
- B. Minutes of all Regular Meetings will be completed within one (1) week of the conclusion of a meeting and will be made available to the public via the PTO website, Facebook, Google Drive or any other online platform.
- C. If an online platform isn't an option, the minutes shall be kept in a book located in the Elementary Office.
- D. There is no requirement for minutes of sessions held for the purpose of discussion at which no formal action was taken.

Section 5: Robert's Rules of Order shall govern meetings when they are not in conflict with the Organization's Bylaws.

Article VI – Committees

Section 1 – The following committees shall be appointed annually by the President:

- A. Auditing
- B. Fundraising
- C. Nominating
- D. Room Volunteers
- E. Others

The President is an ex officio member of all committees.

Section 2 – Special committees for the study and investigation of special problems may be appointed by the President, such committees are to serve until the completion of the work for which they were appointed.

Section 3 – All committees are to make reports to the members and act only on the members' recommendations.

Article VII - Quorum

Section 1 – A quorum for the transaction of General business shall consist of at least five (5) members other than Officers present. The President shall vote as the tie breaker if needed.

Section 2: When electing officers, at least ten (10) members must be present to vote. The President shall vote as the tie breaker if needed.

Article VIII - Order of Business

Section 1: The order of business of Regular Meetings shall be as follows:

1. Call to order
2. Approval of the minutes
3. Approval of the bills/reports of the Treasurer
4. Unfinished Business
5. Report of the Committees
6. New Business
7. Public participation/open forum
8. Adjournment of regular meeting
9. Executive session (if needed)

Section 2: An agenda of matters to come before the members shall be made available to members in advance of the meeting. Any member of the PTO may suggest items to be placed on the agenda, but the final arrangement of the agenda shall be left to the President, provided that it does not contradict the order of business listed in Section 1. PTO members desiring matters to appear on the agenda should submit them at least one week before the meeting, if possible.

Article IX - Amendments

Section 1: Proposed Changes –

- A.** Amendments to the Bylaws may be proposed by any PTO member.
- B.** Amendments presented at a Regular Meeting shall be considered for voting at a subsequent meeting.
- C.** Majority approval of all members present and voting is required to adopt an amendment to the Bylaws.

- D. Hand-written (or typed, as the case may be) additions or deletions to the text of the Bylaws shall not be enforceable.
- E. In order to make the Bylaws easier to read, when amendments are proposed and accepted, a completely new document will be issued reflecting such revisions. This approach has been selected in an effort to ensure the clarity of the Bylaws.

Article X – Bylaws

Section 1: Revisions – The Bylaws shall be revised by a committee appointed by the President every three (3) years.

Section 2: Availability – Copies of the Bylaws shall be available at each meeting, upon request. At minimum, the Bylaws shall be made available to the public in an easy, accessible way.

Section 3: Officers – A copy of the Bylaws shall be presented to each new Officer, each year as they are elected to their office.

Article XI – Financial Policies

Section 1: Fiscal Year - The fiscal year of the PTO begins August 1 and ends July 31 of the following year.

Section 2: Banking - All funds shall be kept in a checking account in the name of Westran PTO, requiring two signatures of the Executive Board and held at a local financial institution.

Section 3: Reporting - All financial activity shall be recorded in a register. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly by providing a Treasurer’s Report at each Regular Meeting.

Section 4: Contracts - Contract signing authority is limited to the President or the President’s designee.

Section 5: Budgeting – The budget is a financial representation of the goals, activities and operations Westran PTO expects to conduct during a specified time period. The budget estimates income and expenses for the year and must be presented to members for approval and recorded in the association minutes. The budget must coincide with the term outlined in Article IV – Officers and Their Election.

Section 6: Donations – The Executive Board shall reserve the right, at its discretion, to refuse to accept donations that which it determines not to be in the best interests of the organization.

Section 7: Standing Rules –

- A.** The Executive Board may adopt and maintain a list of Standing Rules to serve as a further operating guide for the Organization. These Standing Rules should be revised yearly to reflect the procedures of the current Executive Board.
- B.** The Standing Rules are to be used in conjunction with the Bylaws. The Standing Rules are secondary to the Bylaws and in the event there are any conflicts between the Westran PTO Bylaws and the Standing Rules, the Bylaws will prevail.
- C.** The Standing Rules may be revised at any time with a majority approval vote by the Executive Board.

Article XII – Statement of Non-Discrimination

This organization admits participants of any race, color, national or ethnic origin, religion, or gender to all the rights, privileges, programs, and activities generally accorded or made available to participants. It does not discriminate on the basis of race, color, national origin, religion, or gender in the administration of its policies or programs.

Article XIII – Conflict of Interest

Section 1: Purpose – The purpose of the Conflict of Interest Policy is to protect the Westran PTO when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member.

Section 2: Definition – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family has ownership or investment interest in any entity with which the Westran PTO has a transaction or agreement. Compensation includes direct and indirect remuneration as well as gifts or favors.

Section 3: 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 officers of the governing board considering the proposed transaction or arrangement.

Section 4: Determination of Conflict of Interest – After disclosure of the financial interest and all material facts, and after discussion with the interested person, he/she shall leave the officers to discuss, determine, and vote upon whether a conflict of interest exists. The remaining officers shall decide if a conflict of interest exists.

Section 5: Procedures for Addressing the Conflict of Interest – The president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- A. After exercising due diligence, the officers shall determine whether Westran PTO can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a conflict of interest.
- B. If a more advantageous transaction or arrangement is not reasonably possible, under circumstances not producing a conflict of interest, the officers shall determine by a majority vote of the disinterested members whether the transaction is within the Westran PTO's best interest, for its own benefit, and whether it is fair and reasonable. A decision shall be made as to whether to enter into the transaction or arrangement.

Section 6: Violations of the Conflict of Interest Policy –

- A. If the officers of the PTO have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, he/she shall inform the members of the basis for such belief and afford the member to explain the alleged failure to disclose.
- B. Upon hearing the member's response, and making further investigation, the officer shall make a determination of the actual or possible conflict of interest. If necessary, the appropriate disciplinary and corrective action shall take place.

Article XIV – Dissolution

In the event of dissolution of the PTO, the Executive Board shall pay or make provisions for the payment of all liabilities of the organization. All remaining assets or funds shall be donated to Westran R-1 School District.

These bylaws were adopted on August 8th, 2022