

Forest Hill Elementary School PTO Bylaws

ARTICLE 1: NAME

The name of the organization shall be Forest Hill Elementary School Parent Teacher Organization (hereafter referred to as the “FHES PTO”), Germantown, Tennessee.

ARTICLE 2: PURPOSE

The FHES PTO is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

The mission of the FHES PTO is to:

- a. Enhance and support the educational experience at Forest Hill Elementary School.
- b. Develop a closer connection between school and home by building a sense of community and encouraging parent involvement as well as to promote the welfare of children in the home, the school, and the community.
- c. Improve the environment at Forest Hill Elementary School through volunteer and financial support.
- d. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, and social education.

ARTICLE 3: BASIC POLICIES

The following are basic policies of the FHES PTO:

- a. The FHES PTO is a nonpolitical, nonpartisan organization.
- b. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. No part of net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

- d. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be returned to Forest Hill Elementary School.

ARTICLE 4: MEMBERSHIP

Section 1: Membership in the organization shall be open, without discrimination, to anyone who supports the purpose and mission of Forest Hill Elementary School. This PTO shall conduct an annual enrollment of members but may admit individuals to membership at any time.

Section 2: Dues will be established by the executive board and confirmed by a majority vote of the board of managers. Only members who have paid dues for the current membership year may be considered a member in good standing with voting rights at meetings.

Section 3: All memberships received during the fiscal year ending June 30 shall expire no later than the following October 31.

Section 4: Each local unit membership chairman shall maintain an accurate list of members and shall furnish a copy to the secretary.

ARTICLE 5: OFFICERS AND ELECTIONS

Section 1: Officers: The officers of FHES PTO shall be a president, vice president(s), secretary, and treasurer.

Section 2: Nominations and Elections:

- a. The officers shall be selected from nominations submitted to the nominations committee. The slate of officers must be presented to the principal then the general membership will vote to approve the slate at the scheduled spring general membership meeting.
- b. Voting shall be by voice vote if a slate of nominees is presented. A majority vote shall elect.
- c. Written ballots (if used) shall be counted by three (3) members selected at the election meeting.

Section 3: Eligibility:

- a. Members are eligible for office if they are members in good standing of the FHES PTO.
- b. No officer shall serve as a paid employee of, or under contract to, the FHES PTO.
- c. An elected member of the GMSD Board of Education or Germantown Board of Aldermen may not serve as an officer of the FHES PTO.

Section 4: Terms of Office:

- a. Officers are elected for one (1) year and may serve no more than two (2) consecutive terms in the same office unless deemed necessary and voted on by the board of managers in the event a qualified volunteer cannot be named.

- b. A person who has served in an office for more than one half (1/2) of a full term shall be deemed to have served a full term in such office.
- c. Each person elected shall hold only one (1) office at a time.
- d. Officers shall assume their official duties following the close of the fiscal year and shall serve for a term of one (1) year or until their successors are elected, the later of these two (2) dates.

Section 5: Vacancies:

- a. If there is a vacancy in the office of president, a vice president will become the president as provided for in the standing rules. At the next regularly scheduled meeting, a new vice president will be elected.
- b. If there is a vacancy in any other office, nominations will be made by the president and elected by the board of managers at the next regular meeting.

Section 6: Removal from Office: If an officer shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board in the following manner:

- a. A resolution adopted by the remainder of the executive committee;
- b. A ten (10) day notice issued to the officer in question;
- c. An opportunity for the officer in question to address the board of managers at the next regular meeting; and
- d. Two-thirds vote of those present (assuming a quorum) at a regular or special meeting of the general membership where previous written notice has been given at least seven (7) days in advance of the meeting.

ARTICLE 6: DUTIES OF OFFICERS

Section 1: President: The president shall:

- a. Preside over all meetings of the organization and executive board;
- b. Serve as the primary contact for the principal;
- c. Represent the organization at all meetings and functions as invited;
- d. Serve as an ex-officio member of all committees except the nominating committee;
- e. Be a designated signatory on all checks and vouchers;
- f. Coordinate the work of all the officers and committees so that the mission of the organization is served; and
- g. Perform such other duties as may be provided by these bylaws, standing rules, parliamentary authority, or as directed by the board of managers or executive committee.

Section 2: Vice President(s): The vice president(s) shall:

- a. Assist the president;
- b. Serve in their designated order of succession, as stated in the “standing rules,” perform the duties of the president in his or her absence or inability to serve; and
- c. Perform such other duties as may be provided by these bylaws, standing rules, parliamentary authority, or as directed by the president, board of managers or executive committee.

Section 3: Secretary: The secretary shall:

- a. Keep all records of the organization including a current and complete membership list of the organization, bylaws, and standing rules;
- b. Record meeting minutes and be prepared to read the records of any previous meeting if called upon to do so;
- c. Perform such other duties as may be provided by these bylaws, standing rules, parliamentary authority, or as directed by the president, board of managers or executive committee.

Section 4: Treasurer: The treasurer shall:

- a. Receive all funds of the organization;
- b. Keep a full and accurate record of receipts and expenditures;
- c. Make disbursements as authorized by the president or board of managers, in accordance with the approved budget;
- d. Ensure that checks or vouchers are signed by two (2) officers: the treasurer, the president, or one (1) other designated officer;
- e. Present a financial statement at every meeting of the organization and at other times when requested by the board of managers;
- f. Present an annual report of the financial condition of the organization;
- g. Have the accounts examined annually or upon change of officers by an outside auditor or an auditing committee of not less than three (3) members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report;
- h. Report the findings of the annual report to the board of managers; and
- i. Perform such other duties as may be provided for by these bylaws, standing rules, parliamentary authority, or as directed by the president, board of managers, or executive committee.

ARTICLE 7: BOARD OF MANAGERS

Section 1: The board of managers shall conduct the business of this organization in the intervals between the general membership meetings.

Section 2: The members of the board shall be:

- a. The elected officers;
- b. The chairmen of the standing and/or special committees, the principal or an appointed representative, teacher representative(s) and the immediate past president advisor if applicable; and
- c. A parliamentarian appointed by the president and approved by the officers of the organization.

Section 3: The following provisions shall govern the qualifications and eligibility of individuals to be members of the board of managers.

- a. Each board member in good standing shall be a member of this organization;
- b. No person shall serve on the board in more than one (1) elected capacity; and

- c. No board member shall serve as a paid employee of, or under contract to the FHES PTO.

Section 4: Duties of the board shall be to:

- a. Carry out such business as may be referred to it by the membership of the organization;
- b. Create standing and special committees;
- c. Report at the general membership meetings of the organization when appropriate;
- d. Select an auditor or an auditing committee to audit the treasurer's accounts;
- e. Prepare and submit an annual budget to the organization's general membership for adoption; and
- f. Approve payments of routine bills within the limits of the adopted budget.

Section 5: Regular meetings of the board shall be held with the date and time to be established by the board at its first meeting of the year. Special meetings of the board may be called by the president or when requested by a majority of the board of managers upon three (3) days written notice to each member of the board.

Section 6: At all meetings of the board, a majority of the members of the board of managers shall constitute a quorum. Voting by proxy is prohibited.

Section 7: If any member of the board of managers shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board in the following manner:

- a. A resolution adopted by the executive committee;
- b. A ten (10) day notice issued to the board member in question;
- c. An opportunity for the member in question to address the board of managers at the next regular meeting; and
- d. Two-thirds vote of the board of managers is required for removal.

Section 8: Upon the expiration of the term of office, or when individuals cease to hold the position that entitles them to be a member of the board, all records, books, and other materials pertaining to the position shall be turned over to the president and the treasurer within fourteen (14) days.

ARTICLE 8: EXECUTIVE COMMITTEE

Section 1: The executive committee shall be composed of the president, vice president(s), treasurer, secretary, parliamentarian (non-voting member), and principal.

Section 2: Meetings of the executive committee may be called by the president or upon written request of the majority of the executive committee members with three (3) days written notice given to each member of the executive committee.

Section 3: A majority of the executive committee in attendance shall constitute a quorum for the transaction of business. Voting by proxy is prohibited.

Section 4: Duties of the executive committee shall be to:

- a. Transact business referred to it by the board;
- b. Approve the work of the committees;

- c. Act in emergencies between meetings of the board; and
- d. Make a report at each board meeting,

Section 5: The executive committee shall take no action in conflict with any action taken by the board of managers or the general membership.

ARTICLE 9: COUNCIL MEMBERSHIP

(This article applies only to those local PTOs holding membership in a council. The following sections must correspond to the council bylaws.)

Section 1: The FHES PTO can be represented in meetings of the Germantown Municipal Council by the president or alternate and the principal or alternate, and by two (2) delegates or their alternates as designated in the council bylaws. Delegates must be members of this local PTO and shall be elected by the board of managers prior to September 1 each year.

Section 2: The FHES PTO will pay annual dues as designated by the Germantown Municipal Council.

ARTICLE 10: FINANCES

Section 1: Fiscal Year: The fiscal year shall be from July 1 to June 30 of each year.

Section 2: Budget:

- a. The budget committee shall draft a tentative budget for each fiscal year.
- b. The budget shall be presented at the first general membership meeting of the school year and approved by a majority vote of the members present.
- c. The budget shall include all expected operating and program expenses.
- d. All board members will operate within their budgets.

Section 3: Budget Committee:

- a. Be a standing committee chaired by the treasurer;
- b. Consist of the president, vice president(s), treasurer, immediate past treasurer (if available), immediate past president (if available), the fund development chair (optional), and assistant treasurer (optional);
- c. Present budget for approval at the general membership meeting; and
- d. Reconvene as necessary to make budget amendments.

Section 4: Record Keeping: The treasurer shall keep accurate records of any disbursements, income, and bank account information. The president shall permanently retain an original copy, as well as an electronic copy, of all incorporation documents, IRS Form 1023 and accompanying documentation, IRS Determination Letter for 501(c)(3) status, all meeting agendas and minutes, year-end treasurer reports, and any annual financial review reports. The treasurer shall retain a copy of bank statements, canceled checks, check registers, and IRS Form 990-series for a period of seven (7) years; additionally, the treasurer shall retain a copy of monthly treasurer reports for a period of three (3) years.

Section 5: Disbursements and Authorization:

- a. Authorized signers must be members of the executive committee of the organization and cannot be an employee of Germantown Municipal School District.
- b. Two (2) authorized signatures shall be required on all checks and vouchers.
- c. The treasurer is not authorized to write self-reimbursement checks without the approval of the president or a vice-president(s).
- d. Expenditures over \$500 must be approved by one (1) additional executive committee member.

Section 6: Reporting: The treasurer shall:

- a. Prepare a financial statement at the end of the school year to be reviewed by the executive board and audit committee;
- b. Be responsible for preparing and filing any and all documentation required by the State of Tennessee to be filed to maintain its status with the Secretary of State;
- c. Be charged with the responsibility of preparing (or causing to have prepared) all necessary documentation required to be filed by the Internal Revenue Service for and on behalf of the organization, including, but not limited to IRS form 1023 and the organization's annual informational return (IRS Form 990 or 990EZ); and
- d. Maintain compliance with the School Support Accountability Act and complete the School Support Organization annual forms for the Germantown Municipal School District.

Section 7: Dissolution: Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the approval of the general membership, spent for the benefit of Forest Hill Elementary School and its students. If FHES is no longer in existence, then the funds will transfer to Germantown Municipal School District and be used for the benefit of all students within the district.

ARTICLE 11: NOMINATIONS COMMITTEE

A nominations committee shall be formed at least two (2) months prior to the election of officers. The committee shall be composed of five (5) members, two (2) of which shall be members at large.

- a. The president, in consultation with the executive board, shall select the chair;
- b. The committee shall solicit nominations from the general membership and prospective members;
- c. The committee shall nominate an eligible person for each office to be filled and report its nominees for a vote at a regular general membership meeting;
- d. Only current and prospective members of this organization, who have signified their consent to serve if elected, shall be nominated for office; and
- e. No member shall serve on the nominations committee for more than two (2) consecutive terms.

ARTICLE 12: GENERAL MEMBERSHIP MEETINGS

Section 1: General membership meetings of the FHES PTO shall be held at least two (2) times per year as provided by the organization, the board of managers, or the executive committee. The board, at its first meeting of the year will set the date and time. Seven (7) days notice shall be given to the membership of any change of date.

Section 2: Special meetings of the FHES PTO may be called by the president or by a majority of the board of managers, with proper notice having been given.

Section 3: Twenty (20) members shall constitute a quorum for the transaction of business in any general membership meeting of this organization. Voting by proxy is prohibited.

ARTICLE 13: COMMITTEES

Section 1: Membership Committees: The membership committees may consist of members and board members, with the president acting as an ex-officio member of all committees (except the nominations committee.)

Section 2: Standing Committees: The standing committees of the FHES PTO shall be listed in the unit's standing rules and policies. The board may form additional committees or dissolve committees, as it may deem necessary.

Section 3: The term of office of a committee chair shall be one (1) year or until the selection of a successor.

Section 4: Each committee chair shall present a plan of work to the executive committee or board of managers for approval. No committee work shall be undertaken without the consent of the executive committee or board of managers.

ARTICLE 14: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern meetings when they are not in conflict with the bylaws of the organization or the articles of incorporation.

ARTICLE 15: STANDING RULES AND POLICIES

The board of managers will approve standing rules and policies yearly, and the secretary shall keep a record of the standing rules and policies for future reference.

ARTICLE 16: DISSOLUTION

The organization may be dissolved in the following manner:

- a. Previous written notice of the intent to dissolve and of the meeting information where the vote will take place must be given to all members fourteen (14) calendar days prior to the vote.
- b. A two-thirds vote of those present at the meeting, assuming a quorum, is required.
- c. Upon the dissolution of the organization any remaining funds should be used to pay any outstanding bills or obligations and, with membership's approval, spent for the benefit of Forest Hill Elementary School and its students. If Forest Hill

Elementary School is no longer in existence, then the funds will transfer to the Germantown Municipal School District and be used for the benefit of all students within the district. If the Germantown Municipal School District is no longer in existence, 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 17: AMENDMENTS

Section 1: These bylaws may be reviewed as needed but at least once every five (5) years.

Section 2: These bylaws may be amended at any general or special meeting provided thirty (30) days' notice of proposed amendments. Amendments will be approved by a two-thirds vote of those present and voting, assuming a quorum.

Section 3: A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws by a majority vote at a general meeting of this local unit or by a two-thirds vote of the board of managers. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

ARTICLE 18: CONFLICT OF INTEREST POLICY

Section 1: Purpose: The purpose of the conflict of interest policy is to protect the interest of this tax-exempt organization 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 director, 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.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 3. 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 appropriate governing board or committee 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 the directors and members of committees with governing board-delegated powers 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 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.
- c. **Procedures for Addressing the Conflict of Interest:**
 1. An interested person may make a presentation at the governing board or committee 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.
 2. 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.
 3. 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.
 4. 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.
- d. **Violations of the Conflict of Interest Policy:**
 1. 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.
 2. 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:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection and 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 or committee's decision as to whether a conflict of interest in fact existed or not.
- 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 with a record of any votes taken in connection with the proceedings.

Section 5: Compensation:

- a. 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.
- 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 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 director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement 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 be conducted. The 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, 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 19: NON-LIABILITY OF MEMBERS

To the fullest extent allowed by law, a member of the FHES PTO shall not be personally liable for its debts or obligations except for acts or omissions taken in bad faith. To the fullest extent allowed by law, the FHES PTO shall defend and indemnify all members from claims, damages, and liabilities resulting from that person’s duties on behalf of this organization except for acts taken in bad faith.

FHES PTO President Signature

Date

FHES PTO Bylaws Chair or Parliamentarian Signature

Date

Name of PTO: Forest Hill Elementary School Parent Teacher Organization
Address: 3368 Forest Hill Irene Road
Germantown, TN 38138