

Bylaws of Lincoln Parent Staff Group Parent Teacher Organization (PTO)

ARTICLE I: NAME, DESCRIPTION, & PURPOSE

Section 1: NAME – The name of the organization shall be Lincoln Parent Staff Group. The PTO is located at Lincoln Elementary 4400 NW Daniels Street Vancouver, WA 98660

Section 2: DESCRIPTION – The LPSG is a nonprofit organization that exists for charitable, educational, and community building purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE – The purpose of the LPSG is to enhance and support the educational experience at Lincoln Elementary, to develop a closer connection between school and home by encouraging parent involvement, and to improve the environment at Lincoln Elementary through volunteer and financial support.

ARTICLE II: MEMBERSHIP

Membership shall be automatically granted to all parents and guardians of Lincoln Elementary students, plus all staff at Lincoln. There are no membership dues. Members have voting privileges, one vote per household.

ARTICLE III: OFFICERS

Section 1: EXECUTIVE BOARD – The Executive Board shall consist of the following officers: *President, Vice President, Secretary, Treasurer, and Volunteer Coordinator*. Officer positions can be shared. The Lincoln Elementary Principal, or his/her designee, is a voting member of the Executive Board.

Section 2: TERMS OF OFFICE & EXECUTIVE BOARD OFFICER DESCRIPTIONS –

The term of office for all officers is one year, beginning July 1 and ending June 30 of the following year. A person shall not be eligible to serve more than two (2) consecutive terms in the same office, unless there are no other candidates for that position.

- A. President:** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.
- B. Vice President:** The Vice President shall oversee committees within the LPSG system and assist the president and carry out the president's duties in his or her absence or inability to serve.
- C. Secretary:** The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws,

rules, membership list, and any other necessary supplies, and brings them to meetings. If appropriate for the year, this role can be easily divided into two focused parts: recording secretary and communication secretary.

D. Treasurer: The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year. The individual serving as Treasurer shall not be eligible to serve more than two (2) consecutive terms

E. Volunteer Coordinator: The Volunteer Coordinator will coordinate volunteers for LPSG events and school activities. Responsibilities include collecting a list of general volunteers for general purposes and for special events. Assure that volunteer data is recorded, kept confidential, but accessible to both the Board and teachers.

Section 3: DUTIES – The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 4: VACANCIES – If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 5: OFFICER TRANSITIONS – All officers shall deliver to their successors official materials at the close of their service of office. The outgoing President shall be invited to serve as an advisor to the Executive Board for one year in order to ensure continuity.

Section 6: REMOVAL FROM OFFICE – Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given. Reasons for removal from office may include, but are not limited to: _____,
_____, _____

ARTICLE IV: MEETINGS

Section 1: GENERAL LPSG MEETINGS – General LPSG meetings shall be held to conduct the business of the PTO. Meetings shall be held bi-monthly during the school year or at the discretion of the Executive Board. The regular meeting of the organization shall be on the third Thursday, every other month during the school year at 6:30 p.m., or at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the regular May regular meeting. The annual meeting is for receiving reports, nominating/electing officers, and conducting other business that should arise. The secretary will notify the members of the meetings in a flyer sent home with the students at least one week prior to the meeting.

Section 2: EXECUTIVE BOARD MEETINGS – LPSG Executive Board meetings shall be held to discuss plans and details for the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.

Section 3. SPECIAL MEETINGS – Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the LPSG secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and phone calls.

Section 4: VOTING – Each member in attendance at an LPSG meeting is eligible to vote, one vote per household. Absentee and proxy votes are not allowed.

Section 5: QUORUM –

A. General Membership Meetings: Seven (7) members of the LPSG present and voting constitute a quorum for the purpose of voting.

B. Executive Board Meetings: Four (4) Executive Board members shall constitute a quorum for the transaction of necessary business and/or approval of routine bills in the intervals between general membership meetings.

ARTICLE V: FINANCIAL REPORTING & POLICIES

Section 1: FISCAL YEAR – The fiscal year of the LPSG 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 the Lincoln Parent Staff Group requiring two signatures of the Executive Board and held at a local financial institution (OnPoint Community Credit Union)

Section 3: BUDGET – A tentative budget shall be drafted by members of the Executive Board prior to the first general LPSG meeting in the fall of each school year. The budget must be approved by a majority vote of the members present.

Section 4: EXPENSES – The board shall approve all expenses of the organization.

Section 5: REPORTING – The treasurer shall keep accurate records of any disbursements, income, and bank account information. All financial activity shall be recorded in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The treasurer shall prepare a financial statement at the end of the fiscal year. The LPSG shall arrange an independent review of its financial records each year.

Section 6: ENDING BALANCE – The organization shall leave a minimum of \$_____ in the treasury at the end of each fiscal year.

Section 7: CONTRACTS – Authority to sign contracts is limited to the President or the President's designee.

Section 8: FINANCIAL POLICIES – LPSG funds are intended to benefit the students at Lincoln Elementary through the enhancement of school programs and activities. The LPSG Executive Board serve as the guardians of these funds and have an obligation to

see that they are protected and used wisely. It is very important that everyone follow these policies.

- A. Two authorized signatures shall be required on each check issued over the amount of \$200. Authorized signers shall be the president, treasurer, and principal.
- B. The Chairperson of each LPSG event shall work with the Treasurer and other officers to plan for the handling of all funds in an approved manner. Chairpersons/Project Coordinators must make sure any volunteers dealing with funds understand the process.
 - i. All LPSG funds must be counted with 2 people present, each initialing the "Summary of Funds Received" form.
 - ii. Complete the form and itemize the fund sources (membership, T-Shirt sales, event sales, etc.) as well as cash vs. checks.
 - iii. Copy the completed form and give to school secretary to file.
 - iv. Seal the funds and the original form in an envelope.
- C. The Treasurer will make all deposits unless specifically planned otherwise.
- D. Funds should be deposited same day acquired. If not possible, funds will be secured at the school in the designated locked area.
- E. Cash must be deposited on day received or, at most, one business day later.
- F. Checks must be deposited within 5 business days. (It is not necessary to record all checks on the bank deposit slip - a spreadsheet can be attached instead.)
- G. LPSG funds should go directly from the school to the bank for deposit. If the bank is not open, monies will be stored in the school safe.
- H. LPSG funds and items of monetary value used in LPSG fundraising efforts (i.e. raffle tickets, raffle prizes, etc.) may not be taken home.

Section 8: AUDITS – A financial review committee shall review the LPSG books annually before the books are turned over to the new board. The committee should consist of at least one outgoing, or current, Executive Board member and one incoming Executive Board member, along with at least one other current member of good standing. This committee may not include either the outgoing or incoming treasurer. This committee will match every financial request with every receipt. The committee's report will be submitted to the Board at the first general meeting of the new school year. The committee will be appointed by the President and approved by the Board.

Reminder: State laws often dictate what records must be made available to an organization's members and to the general public. Also, federal law requires that a nonprofit tax-exempt organization's IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years be available for public review when requested.

ARTICLE VI: CONFLICT OF INTEREST POLICY

Section 1: PURPOSE – The purpose of the conflict of interest policy is to protect the LPSG’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an organization member 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 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 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. Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the Executive Board, General Meeting, or a 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. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- ii. The President of the Executive Board or Committee Chairperson 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 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or Committee shall determine by a majority vote of the disinterested members 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 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.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive 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 Executive 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 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 or Committee'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 LPSG 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 LPSG for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the LPSG, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: ANNUAL STATEMENTS – Each Executive Board Member and, principal officer, and members of a committee with governing board-delegated powers 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 policy;
- Has agreed to comply with the policy; and
- Understands that the LPSG 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 LPSG operates in a manner consistent with its 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 LPSG may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VII: BYLAWS

Section 1: REVIEW – The by-laws of the LPSG will be reviewed every two years. A majority vote by board members and voting members present will constitute their acceptance.

Section 2: AMENDMENTS – Amendments to the bylaws may be proposed by any LPSG member. Amendments presented at a LPSG meeting shall be considered for voting at a subsequent meeting. Two-thirds (2/3) approval of all members present and voting is required to adopt an amendment to the bylaws.

ARTICLE VIII: DISSOLUTION

Section 1: PROCEDURE –

- A. The organization, by majority vote in a general membership meeting, shall authorize the appointment of a committee to consider the reasons for disbanding and the necessary steps to be taken.
- B. Notice of intent to disband shall be given to all members, in writing, at least 30 days prior to the general membership meeting.
- C. The committee shall submit a report at the next general membership meeting.
- D. A quorum for the purpose of dissolution shall be 25% of the current year's total membership.
- E. A 2/3 vote of those in attendance is required for passage.

Section 2: FUNDS – Upon the dissolution of the LPSG, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, any funds remaining shall be donated to Lincoln Elementary.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The authority for this organization shall be Robert's Rules of Order Newly Revised.

These bylaws were adopted on (MM/DD/YY).

Amended (date): _____