

Keene's Crossing Elementary Parent Teacher Organization Twelfth Amended Bylaws (April 2023)

Article I – Name

The name of the organization shall be Keene's Crossing Elementary Parent Teacher Organization ("KCE PTO").

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at Keene's Crossing Elementary School by fostering relationships among the school, parents, teachers and broader community.

Article III – Members

Section 1: Any parent, guardian, grandparent or other adult standing in loco parentis for a student at the school will be a member. The principal and any teacher or staff member employed at the school will be a member.

Section 2: Member Rights. Members have the right to attend and participate in all general meetings and events of the organization, vote in PTO elections, and serve on committees or hold office on the Executive Board, subject to the eligibility requirements outlined in Article IV.

Section 3: Member Responsibilities. Members are expected to support the mission and purposes of the PTO, volunteer for events and activities as able, and participate in fundraising efforts. Members are also encouraged to provide input and feedback to the Executive Board to help guide the organization's activities and decisions.

Section 4: Participation. Active participation by members is crucial to the success of the PTO. Members are encouraged to attend general meetings, participate in PTO-sponsored events, and engage in open communication with the Executive Board.

Article IV – Officers and Elections

Section 1: Officers. The Executive Board shall consist of the following officers: President, Vice President, Holiday Events Coordinator, Family Events Coordinator, Teacher Engagement Coordinator, Volunteer Coordinator, Fundraising Coordinator, Communications Coordinator, Community Outreach Coordinator, Treasurer and Co-Treasurer. All officers will have voting privileges.

a. President. The President shall preside over meetings of the organization and Executive Board, serve as the primary contact for the principal(s), represent the organization at meetings, serve as an ex officio member of all committees and coordinate the work of all

officers and committees so that the purpose of the organization is served. The President along with Event Coordinators and administration shall prepare the annual PTO calendar of events by the first general meeting of the year.

b. Vice President: The Vice President shall assist the President and carry out the President's duties in their absence or inability to serve. The Vice President shall plan and organize all regular PTO Executive Board meetings and membership meetings, including the meeting agenda. The Vice President shall maintain a written record of all meetings of the Executive Board and membership meetings. Meeting minutes should be provided to the Executive Board members within ten (10) days of a board meeting. Minutes from membership meetings should be posted to the PTO website within thirty (30) days of each meeting. The Vice President is to provide a copy of the Bylaws to each newly elected Executive Board member prior to the first board meeting. The Vice President will ensure Events Coordinators are on task so that they can be successful. ~~The Vice President is to organize and plan Open House and Carnival, with assistance from the Executive Board and event Chairs.~~ The Vice President may also chair a committee of their own interest. The Vice President also keeps a copy of the minutes, Bylaws, rules, and other necessary supplies, and brings materials to meetings.

c. Holiday Events Coordinator: The Holiday Events Coordinator shall serve as the primary point of contact for all **holiday** projects and events. Event chairperson(s) will provide updates to the Holiday Events Coordinator and engage them for assistance/approval from the Board when necessary. The Holiday Events Coordinator may manage a committee as necessary. The Holiday Events Coordinator will manage events such as Boo Grams, **Trunk or Treat**, Holiday Shoppe and Heart Grams.

d. Family Events Coordinator: The Family Events Coordinator shall serve as the primary point of contact for all **family** projects and events. Event chairperson(s) will provide updates to the Family Events Coordinator and engage them for assistance/approval from the Board when necessary. The Family Events Coordinator may manage a committee as necessary. The Family Events Coordinator will manage events such as BooHoo/Yahoo Breakfast, Grandparents night, a fall and/or spring family event.

e. Teacher Engagement Coordinator: The Teacher Engagement Coordinator shall be responsible for overseeing teacher engagement efforts. This includes serving as the primary liaison with teachers, leading broader efforts to communicate/engage with teachers and overseeing the Welcome Back to School lunch for teachers, teacher appreciation week and any other teacher related activities. The Teacher Engagement Coordinator may manage a committee as necessary.

f. Volunteer Coordinator: The Volunteer Coordinator shall be responsible for the recruitment of volunteers for any PTO-sponsored event/activity by publicizing the event and volunteer details. This position serves as the primary liaison with Room Parents, and will provide a Room Parent with guidance for their role and sample letters that can be used by the Room Parents to help with communications. This position is the main contact for volunteers for all PTO-sponsored events/activities. **This position will collect feedback from volunteers after each event to identify areas for improvement and to enhance the overall volunteer experience. They will share this feedback with the Executive Board to guide future planning and execution**

of events. The Volunteer Coordinator may manage a committee as necessary.

g. Fundraising Coordinator: The Fundraising Coordinator shall be responsible for overseeing the organization's fundraising efforts. This includes setting up spirit nights, ~~collaborating with the school to coordinate with Partners in Education,~~ overseeing sponsorships and donations and serving as the primary point of contact for fundraisers. The Fundraising Coordinator shall also work closely with the Holiday and Family Event Coordinators to curate items needed for each event. The Fundraising Coordinator may manage a committee as necessary. Given the related nature of fundraising and sponsorships, there will be times when responsibilities overlap. During these times, the Community Engagement Coordinator and the Fundraising Coordinator will collaborate and work together to ensure the success of sponsorship and fundraising initiatives.

h. Communications Coordinator. The Communications Coordinator develops and delivers communications and marketing from the PTO. This position is responsible for maintaining content on all PTO vehicles, such as social media pages, website, and email notices to parents/guardians. The Communications Coordinator may manage a committee as necessary.

i. Community Engagement Coordinator: The Community Engagement Coordinator will oversee sponsorships while securing yearly sponsorships of various levels and promote platinum sponsors ~~and spirit nights~~. The Community Engagement Coordinator will also work with the sponsors on promotional materials and sponsoring any supplies for individual events. Given the related nature of fundraising and sponsorships, there will be times when responsibilities overlap. During these times, the Community Engagement Coordinator and the Fundraising Coordinator will collaborate and work together to ensure the success of sponsorship and fundraising initiatives.

j. 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. They shall develop and monitor a budget, present a financial statement at every meeting and at other times of the year when requested by the Executive Board, and provide a full report at the end of the year. The Treasurer is also responsible for ensuring all forms are properly filed with the State of Florida and the IRS. In addition, the Treasurer is responsible for all payment accounts.

k. Co-Treasurer. The Co-Treasurer shall assist with the Treasurer's duties, including receiving funds of the organization, keeping an accurate record of receipts and expenditures and paying out funds in accordance with the approval of the Executive Board. The Co-Treasurer will also assist with banking, including picking up cash needed for events and depositing cash collected from events in a timely fashion.

l. Teacher Representative: The Teacher Representative will be the primary contact of the Executive Board and will facilitate communication between instructional staff and the Executive Board. This position is to be held by a KCE teacher and will be appointed by the Executive Board before the first board meeting of the following school year. If more than one teacher is interested the Board will vote to select.

Section 2: Nominations and Elections. Elections will be held at the last scheduled meeting of the organization for the school year, in either April or May. A Nominating Committee, and Chair of the Committee, consisting of either three (3) or five (5) members of the organization, shall be appointed in February by the Executive Board. Names of those on the Nominating Committee shall be announced to the general membership in the same month. The Nominating Committee shall oversee the nominating process and prepare a slate consisting of the names of candidate(s) for each vacancy to be filled on the Board. The slate shall be presented to the Executive Board for their information, and then submitted to the general membership for review, at least one week prior to the election.

At the election, the Chair of the Nominating Committee, and a volunteer may tabulate votes. Voting shall be by voice vote unless more than one person is running for an office and then a ballot vote shall be taken. The officers shall be determined by majority vote.

In the case of a tie, a special meeting of the membership shall be called for the sole purpose of a run-off election.

Section 3: Eligibility. Any member is eligible for office, as long as they are able to receive approval by the Orange County Public Schools ADDitions coordinator. Board Members should have previous experience volunteering with the organization before committing to a board position. **To avoid conflicts of interest and ensure active participation, no more than three (3) OCPS employees may serve on the Executive Board at any given time.**

Section 4: Terms of Office. Officers are elected for one year, beginning July 1 and ending June 30 of the following year. Each person elected shall hold only one office at a time. Officers may continue to serve beyond one year if re-elected. No person shall serve more than two consecutive terms in the same position unless there is a vacancy as defined in Section 5.

Section 5: Vacancies. If there is a vacancy on the Executive board, the Executive Board Members will fill the vacancy through a vote at the next board meeting. If a vacancy cannot be filled by a new representative, an exception can be made and the officer who previously held the position may be elected by a majority vote at the next board meeting.

Section 6: Transition. The transition period for incoming officers begins immediately after the election and must be completed by July 1. During this period, outgoing officers are responsible for ensuring a smooth handover of duties, including providing all necessary documentation, records, and guidance to their successors.

Section 7: **Executive Board Participation.** Executive Board Members are expected to participate in all PTO sponsored events and attend regularly scheduled board meetings and meetings of the organization. **Participation includes, but is not limited to, preparing for events, setting up, cleaning up, communicating information to the community, and engaging in other activities as needed to support the organization's goals. Considerations will be made relevant to the Code of Conduct.**

Section 8: Removal from Office. Board Members must attend 80% of both Executive Board

meetings and general meetings of the organization. Board Members can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting of the Executive Board where previous notice was given.

Section 9: **Code of Conduct**. All Board Members shall read and acknowledge the Keene's Crossing Elementary Code of Conduct **and the PTO Code of Conduct** on an annual basis.

Article V – Meetings

Section 1: Regular Meetings. Regular meetings of the organization shall be held at least three times during the school year. Unless otherwise provided by the organization or by the Executive Board, five days' notice shall be given of a change of date. The annual meeting will be held in either April or May. The annual meeting is for presenting reports, electing officers, and conducting other business that should arise.

Section 2: Special Meetings. Special meetings of the organization may be called by any two (2) members of the Executive Board, or five (5) general members submitting a written request to the Vice President. Previous notice of the special meeting shall be sent to the members at least three (3) days prior to the meeting, by website post, social media post, flyer, or email.

Section 3: Quorum. Quorum shall be ten (10) members of the organization, including any Board Members present.

Article VI – Executive Board

Section 1: Membership. The Executive Board shall consist of those elected to officer positions.

Section 2: Duties. The duties of the Executive Board shall be to transact business between general meetings in preparation for a subsequent 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 3: Meetings. Regular meetings shall be held at least every other month, at a time to be determined by the Executive Board. Special meetings may be called by any two Board Members with 24 hours notice. The Executive Board reserves the right to hold closed meetings as needed.

Section 4: Quorum. Simple majority of voting Board Members constitute a quorum.

Section 5: Voting. All members of the Executive Board shall have one vote. All business transacted requires adoption by a simple majority of the entire Board.

Article VII – Committees

Section 1: Membership. Committees may consist of members and Board Members. Each committee shall be headed by a chairperson(s). For an event to proceed, a chairperson(s)

must be assigned to the event and actively working on the event. If a committee is formed and more than one person is interested in chairing it, the chairperson(s) will be elected by the Board.

Section 2: Standing Committees. The following committee shall be held by the organization: Nominating.

Section 3: Additional Committees. The Board may appoint additional committees as needed.

Article VIII – Finances

Section 1: A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present at the first regular meeting of the year. It is the responsibility of the Treasurer to report whether the organization has the monies requested for new disbursements or expenditures. There shall be a contingency fund, and all expenditures must be approved via an approved budget line item.

Section 2: The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3: The Executive Board must approve all expenses of the organization with a majority vote, prior to funds being spent/disbursed. After the annual budget is passed, the Executive Board may vote to amend the budget. A majority approval of the Executive Board is needed to amend the budget. Such vote may be conducted via email, text or current messaging application used by the Board for communication.

Section 4: Two authorized signatures shall be required on each check over \$200 of the PTO monies. Authorized signers shall be the Co-Treasurer and any other Board Member who is authorized via bank.. No OCPD District Employee is allowed to be an authorized signer.

Section 5: For all events chaired using PTO monies, the Event Chair(s) must work within the pre-approved budget. After the event is completed, they must present receipts of expenditures to the Executive Board. Any expenditure over the pre-approved budget must be approved by the Executive Board.

Section 6: Monetary requests for non-budgeted items may be submitted to the PTO. A vote for approval of a monetary disbursement exceeding \$100 shall be taken at the next scheduled meeting of the Executive Board or by electronic means.

Section 7: No member shall be reimbursed for expenses related to PTO activities unless the expense was approved prior by a majority of the Executive Board.

Section 8: The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Executive Board.

Section 9: Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and with the membership's approval, spent for the benefit of the

school.

Section 10: The fiscal year shall run from July 1 to June 30.

Article IX – Parliamentary Authority

Robert’s Rules of Order Newly Revised (latest edition) shall govern meetings when not in conflict with these Bylaws.

Article X – Standing Rules

Standing Rules may be approved by the Executive Board, and the Vice President shall keep a record of the standing rules for future reference.

Article XI – Bylaw Amendments

These Bylaws may be amended at any regular or special meeting of the organization, providing that previous notice was given in writing and sent to all members of the organization by the Vice President. Notice may be given by postal mail, e-mail, flyer sent home with students or by a post to the PTO social media pages. Amendments will be approved by a two-thirds vote of those present, and voting, assuming a quorum.

Article XII – 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 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:

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. Procedures for Addressing the Conflict of Interest.

i. 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.

ii. 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.

iii. 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.

iv. 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.

i. 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. ii. 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 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 governing 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 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:

- 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 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 XIII –Dissolution

Section 1: The PTO may be dissolved provided that prior notice is given to the PTO Membership, a vote is taken at the next scheduled Regular PTO Meeting, and the request is approved by a majority vote of those present.

Section 2: Remaining Funds. Upon a vote to dissolve the PTO, the remaining PTO funds shall first be used to pay any outstanding PTO debt and then either of the following options:

- 1. A vote shall be taken by the PTO Membership to spend remaining funds on an item or items that benefit the students;
- 2. The remaining funds will be held in escrow by the Principal for use by a future School PTO. If a PTO is not formed within 24 months, the funds shall revert to the School and be used toward the benefit of the students under the discretion of the Principal.

Approved: August 20, 2024 at a regular membership meeting

President

Vice President

Holiday Events Coordinator

Family Events Coordinator

Teacher Engagement Coordinator

Volunteer Coordinator

Fundraising Coordinator

Community Engagement Coordinator

Co-Treasurer

Communications Coordinator

Treasurer