

**BYLAWS**  
**of**  
**Northfield Elementary School PTO**  
**(NES PTO)**

**ARTICLE I – NAME, DESCRIPTION & PURPOSE**

**Section 1: NAME** – The name of the organization shall be Northfield Elementary School PTO. The short variation of this name will be NES PTO. The PTO is located at Northfield Elementary School, 104 Main St, Northfield MA 01360.

**Section 2: DESCRIPTION** – The PTO is a non-profit organization that exists for charitable and educational 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 PTO is to enrich the educational experience for the Northfield Elementary School community. This will be accomplished by aiding the Principal and Teachers in meeting the needs of the school and assisting in funding for special events, trips, and activities. The PTO will also strive to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Northfield Elementary School through volunteer and financial support.

**ARTICLE II – MEMBERSHIP**

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

**ARTICLE III – OFFICERS AND ELECTIONS**

**Section 1: EXECUTIVE BOARD** – The Executive Board shall consist of the following officers: Two Co-Chairs, Secretary, and Treasurer. The School Principal (or his/her designee) is a voting member of the Executive Board.

**Section 2: NOMINATIONS AND ELECTIONS** – Elections will be held at the second to last meeting of the school year (May). Nominations for new officers may be made at the meeting held one month prior to the election (April). Voting shall be by voice vote if offices are running unopposed. If more than one person is running for an office, a ballot vote will be taken.

**Section 3: TERM OF OFFICE** – The term of office for all officers is two years, beginning August 1<sup>st</sup> and ending the following July 31<sup>st</sup>. An officer may not exceed two (2) consecutive terms in the same office (four (4) consecutive years). An exception to this will be: if a nomination for the vacant position is not made, the current officer can be voted in to serve for one (1) more year following their consecutive two year term, serving no more than five (5) consecutive years in the same office. Any documents pertinent to the duties of the officer's position must be passed on to the officer's successor. Each person elected shall hold only one office at a time.

**Section 4: ELIGIBILITY** – Any PTO member in good standing may become an officer of the PTO.

## **Section 5: DUTIES**

**Executive Board** – Develop the PTO’s annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, approve by majority vote of the Board unbudgeted expenditures of no more than \$250.00 per incident.

**Co-Chairs** – Preside at General PTO meetings and Executive Board meetings, serve as the official representatives of the PTO, oversees all events and fundraisers, and retain all official records of the PTO. They will also prepare agendas for official PTO meetings and manage communications and marketing for the PTO including, but not limited to PTO newsletters, email broadcasts, website, bulletin boards, etc.

**Secretary** – Record and distribute minutes of all Executive Board meetings and all General PTO meetings, hold historical records for the PTO.

**Treasurer** – Serve as custodian of the PTO’s finances, collect revenue, pay authorized expenses, report financial activity every month, prepare year-end financial report, facilitate an annual audit, and hold all financial records.

**Section 6: REMOVAL** – An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board.

**Section 7: VACANCY** – If a vacancy occurs on the Executive Board (Co-Chair, Secretary or Treasurer), the Co-Chairs/Chair shall appoint a PTO member to take on the duties of the vacant position for the remainder of the term or until a permanent replacement is found.

## **ARTICLE IV – MEETINGS**

**Section 1: GENERAL PTO MEETINGS** – General PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.

**Section 2: VOTING** – Each member in attendance at a PTO meeting is eligible to vote, one vote per member. If a decision pertaining to a certain subject needs to be made before the next regularly scheduled PTO meeting, in the interest of time and only when necessary and as a last resort, voting can be done via email. The voting members will be the Executive Board (2 Co-Chairs, Secretary and Treasurer), the Principal and 2 active PTO members (an active PTO member is someone that has knowledge of the PTO and its activities by having attended at least 6 PTO meetings in the past year, volunteered at a minimum of one event and/or has coordinated a fundraiser. Absentee or proxy votes are not allowed.

**Section 3: QUORUM** – Half the number of board members plus one general member (3) shall constitute a quorum for the purpose of voting.

## **ARTICLE V – EXECUTIVE BOARD**

**Section 1: MEMBERSHIP** – The Executive Board shall consist of the officers and principal.

**Section 2: DUTIES** – The duties of the Executive Board shall be to transact business between meetings in preparation for the general monthly meetings, 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** – The Executive Board shall communicate and meet as needed during the school year, or at the discretion of the Co-Chairs.

## **ARTICLE VI – FINANCIAL POLICIES**

**Section 1: FISCAL YEAR** - The fiscal year of the PTO begins August 1st and ends July 31<sup>st</sup> of the following year.

**Section 2: BUDGET** – A tentative budget shall be drafted in the fall for each school year and be approved by a majority vote of the members present.

**Section 3: BANKING** - All funds shall be kept in a checking account in the name of the Northfield Elementary School PTO, and held at a local financial institution. There will be two names on the account – the Treasurer and a Co-Chair.

**Section 4: REPORTING** - All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The PTO shall arrange an independent review of its financial records each year.

**Section 5: ENDING BALANCE** - The organization shall leave a minimum of \$2,000.00 in the treasury at the end of each fiscal year.

**Section 6: CONTRACTS & EXPENSES** - Contract signing authority is limited to the Co-Chairs or the Co-Chairs' designee. The Executive Board shall approve all expenses of the organization.

## **ARTICLE VII – PARLIAMENTARY AUTHORITY**

“Robert’s Rules of Order Newly Revised” shall govern meetings when they are not in conflict with the organization’s bylaws.

## **ARTICLE VII – BYLAW AMENDMENTS**

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting. 2/3 approval of all members present and voting is required to adopt an amendment to the Bylaws.

## **ARTICLE IX - DISSOLUTION**

**Section 1: NOTICE & VOTE** –The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

**Section 2: REMAINING FUNDS** – Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership’s approval, be spent for the benefit of Northfield Elementary School.

## **ARTICLE X – 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 member of the organization or might result in a possible excess 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 officer or 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-delegating 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 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 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 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, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6: ANNUAL STATEMENTS** – Each principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such a 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 advisors. If outside advisors are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

**These bylaws were created on June 2, 2015.**

**These bylaws were voted on and approved on September 17, 2015.**

**These bylaws were revised and approved on October 5, 2016.**