

## **BYLAWS**

### **International Leadership Texas - Keller Parent Teacher Organization**

#### **Article I - NAME, DESCRIPTION, AND PURPOSE**

**Section 1: NAME** - The name of this organization shall be the International Leadership (IL) Texas - Keller Parent Teacher Organization (PTO).

**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 enhance and support the educational experience and to advocate for the students at IL Texas Keller, to communicate up-to-date information to benefit parents, administrators, educators and the community. The PTO seeks to develop a closer connection between school and home by encouraging parental involvement. PTO activities are geared towards enhancing the educational facilities, providing opportunities for all students, and to improve the environment at IL Texas Keller through volunteering and financial support.

#### **Article II - POLICIES**

- A. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- B. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the mission of the organization.
- C. The organization 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 or devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.
- D. The organization shall work with the school to provide quality education for all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- E. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private individuals 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 IX hereof.
- F. 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.
- G. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of this PTO, the remaining assets shall be distributed to IL Texas Keller. If the school ceases to exist, remaining PTO assets shall be distributed to 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.

#### **Article III: MEMBERSHIP**

- A. **Membership:** All parents and guardians of enrolled IL Texas Keller students, including all staff at IL Texas Keller who pay the current membership dues. Membership will be renewed annually and be valid September 1<sup>st</sup> – June 30<sup>th</sup>. The PTO may allow persons listed above to obtain membership anytime during the membership period.
- B. **Dues:** Each member shall pay annual membership dues, of an amount to be determined by the Executive Board each fiscal year, not to exceed \$15. Only members in good standing shall be eligible to make motions at general meetings, vote or serve on the Executive Board and committees.
- C. **Voting:** Members have voting privileges, one vote per member.

#### **Article IV: PTO BOARD AND THEIR ELECTION**

- A. **Officers:** The executive board of this organization shall be a President, Vice President of Programs, Vice President of Membership, Vice President of Hospitality, Vice President of Fundraising, Secretary, Treasurer, Principal, Teacher Representative and Parliamentarian. All voting rights shall be exercised by all executive board members with exception to the President, Parliamentarian, and Teacher Representative as described in Article V. Only members with voting rights shall make a motion.
- B. **Eligibility:** Any PTO member is eligible to be a board member.
- C. **Nomination & Elections:** The executive board shall be elected at the May general meeting of the organization, by the members present, using the ballot system. Executive board members of this organization shall be elected in the following manner:
  - 1. The President shall appoint a nominating committee in February to carry out the duties of the Board election process.
  - 2. The PTO nominating committee shall send out a nomination form/letter to all parents whose children attend IL Texas Keller to give them the opportunity to nominate someone or themselves for a PTO office. The form/letter will have the PTO election date listed for them to attend the election meeting.
  - 3. Nominations for the board will be taken at the April general meeting. People nominated must be the parent or legal guardian of a child attending IL Texas Keller and in good membership standing.
  - 4. All votes shall be on written ballot during the May general meeting.
  - 5. Any Two (2) to Five (5) general PTO members who are not currently up for election, currently serving on the board or next of kin shall count all votes. Election results shall be announced at the conclusion of the May general meeting.
- D. **Board Appointments:**
  - 1. Committee Chairs shall be appointed by the executive board.
  - 2. Board vacancies will be filled by the appointment of the president upon executive approval.
  - 3. Board members will be required to pass an additional criminal background check, and may be rejected for previous offenses that include anything of a fraudulent or financial nature, including but not limited to: credit card fraud, theft by check, robbery.
- E. **Terms of Service:**
  - 1. Board members shall serve a term of two (2) years.
  - 2. All positions will be open to election every two (2) years at the end of the term, board members can run for the same position not exceed two (2) consecutive terms.
  - 3. 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 board member may also run for re-election unopposed, after the completion of two consecutive terms have been served.
- F. **Removal of Office:** Removal from office may occur by a majority vote of the board for missing more than two consecutive board meetings, failure to perform assigned duties, corruption, or any act that brings dishonor to the organization or negates the objectives of the organization. Removal shall take place after the board has met in an effort to discuss the problem and all attempts have been made to

resolve the problem. Removal shall be done by a majority vote of the board. In the event that a board member is voted off, that member cannot run or be elected to the executive board. The removed person can not volunteer at PTO sponsored events. No board member has the right to change any decision that the board members made. If a board member intentionally does not follow through with the decision of the board, it will result in removal from the board. If a board member is removed, that member will immediately be cease from any PTO-related associations, especially including any banking or financial transactions, continuing to communicate in a PTO-related capacity, either by email, phone or otherwise, and will return any keys, account information, credentials, or passwords, property, handbooks, binders, or other PTO related property or information within 24 hours. This clause is subject to alteration by executive board vote.

- G. **Resignation:** In the event that a board member wishes to voluntarily resign from a board position, the member must notify the board in writing of the resignation. The remaining board members can then vote by majority to fill the position. The exiting member must have a child enrolled at ILTexas and hold a current PTO membership, and may remain as acting board member during a 30-day transition period, to assist with training the replacement board member, or until the vacancy is filled. A voluntary resignation does require transition of any PTO-related property, especially including any banking or financial transactions, and will return any keys, account information, credentials, or passwords, property, handbooks, binders, or other PTO related property or information within 10 days.
- H. **Transition:** Exiting board members will end their duties and new officers shall assume their duties on or before June 30. Date of meeting is subject to change yearly.

#### **Article V: DUTIES OF EXECUTIVE BOARD AND COMMITTEE CHAIRS**

A. **The President** shall:

1. Preside over meetings of the organization and executive board
2. Serve as the primary contact for the principal
3. Represent the organization at meetings outside the organization
4. Serve as an ex officio member of all committees except the nominating committee
5. Assign special committees as needed
6. Coordinate the work of all the executive board members and committees so that the purpose of the organization is served
7. Does not have voting rights
8. Sign contracts and tax returns on behalf of the PTO
9. The president may make decisions on matters not provided for to be reviewed and subject to vote at the next meeting.

B. **The Vice President of Programs** shall:

1. Assist the president
2. Brings Committee questions and information to the board meetings
3. Oversee the Fall Event and Spring Event Committees
4. Plan and execute education and family programs
5. Plan a minimum of 4 programs per school year

C. **Vice President of Membership** shall:

1. Encourage PTO membership enrollment
2. Enter and maintain a database of current PTO members
3. Make the database available to the Executive Board
4. Plan and execute at least two membership drives per year
5. Plan and execute at least one membership drive focused on acquiring teachers as members per year

D. **Vice President of Hospitality** shall:

1. Make arrangement for all receptions after any PTO functions and programs
2. Shall plan and direct event(s) that show support and appreciation to teachers and staff

3. Oversee the Volunteer Coordinator and Room Parent
4. Brings Committee questions and information to the board meetings
5. Responsibilities for this position begin during the summer immediately following the election.

**E. Vice President of Fundraising shall:**

1. Plan and execute at least one major fundraising event per year
2. Coordinate with the Treasurer on the proceeds of fundraisers
3. Oversee the Box Tops and Spirit Night/Spirit Wear Committees
4. Brings Committee questions and information to the board meetings

**F. The Secretary shall:**

1. Keep all records of the organization
2. Take, record and distribute minutes
3. Handle correspondence including: written requests to vendors and local businesses for support, thanking our supporters, and retrieving and delivering PTO mail delivered to the campus.
4. Keep a copy of the minutes, bylaws, rules, membership list, and any other supplies and bring them to meetings
5. Assist the treasurer with monthly bank statement reconciliation

**G. The Treasurer shall:**

1. Maintain up-to-date, accurate financial records of the PTO
2. Provide a written and oral financial report of the receipts and expenditures at each PTO and executive board meeting. This may also be requested at any time by the executive board, should it be deemed necessary.
3. Audit all invoices and receipts submitted for payment or reimbursement to ensure each request is in compliance with PTO policies
4. Reconcile PTO records with the monthly bank statement. This reconciliation will be a hardcopy organized in a treasurer binder
5. Pay all bills and disburse funds as authorized by the executive board
6. Perform the complete and timely filing of all federal and state tax returns as well as other financial reports, pertaining to the PTO's 501(c)3 status, as applicable; and maintain accurate records of such
7. Complete all financial updates by the close of the fiscal year
8. Provide a full fiscal year-end report and submit all requested/required financial data relating to PTO operations to the finance audit committee chair within two weeks, prior to the close of the fiscal year, for the purposes of the PTO financial records being audited by the finance audit committee
9. Send correspondence to the issuer of checks written to PTO and returned for insufficient funds. The letter will contain a copy of the returned check, a request for the written amount, and any associated bank fees the PTO may have incurred. The check will be returned to the payee upon receipt of cash, money order, or certified check

**H. The Parliamentarian shall:**

1. Ensure IL Texas Keller bylaws are followed
2. Ensure that the rules contained in the current edition of *Robert's Rules of Order Newly Revised* are followed
3. Help maintain order during meetings
4. Advise and consult with the president on PTO procedural matters as needed
5. Does not have voting rights unless a tie. Then and only then can the Parliamentarian vote
6. Carry out the president's duties in his or her absence or inability to serve.

**I. The Principal shall:**

1. Acts as liaison between the School and the PTO and ensure that all PTO activities are in accordance with school policies and procedures
2. Appoints the Teacher Representative for the school year
3. Is an honorary member who does not pay PTO dues

**J. The Teacher Representative shall:**

1. Act as liaison between the School teachers and the PTO
  2. Does not have voting rights
- K. All executive board members shall perform the duties outlined above as well as any other duties prescribed in these bylaws; and such other duties as may be delegated to her/him.
- L. All executive board members shall deliver official materials at the close of their service of office to their successors no later than June 30th.
- M. All executive board members that have voting rights must utilize their vote for purposes of minute recording.
- N. All executive board members must be cross trained on other board positions.
- O. All executive board members (and committee chairs) must use their official [iltexaskk8pto.org](mailto:iltexaskk8pto.org) email for PTO communications.
- P. A minimum of two board members are required to help for every PTO related event.
- Q. Additional PTO duties include, but are not limited to:
1. PTO will post on PTO FB page and website only (Zoom Options)
  2. PTO will maintain integrity of forms, letters, and contracts once approved by the board, members may not change the content without prior approval at a board meeting
  3. PTO will establish priority of duties and responsibilities as follows: PTO members, IL Texas parents and teachers, general public

#### **Article VI: STANDING COMMITTEES**

- A. The standing committees that will have a chair (and co-chair where applicable) and report to the board will be: Box Tops Removed
1. **Communications** - Shall be responsible for the maintenance and information displayed on the PTO website and the Remind 101 application, and any social media as requested
  2. **Spirit Night** - Shall plan dining out events at participating restaurants for families to attend
  3. **Spirit Wear**- Shall provide options for PTO t-shirts and/or other items as voted on by the board
  4. **Volunteer Coordinator** - Coordinates the volunteers needed for the Fall and Spring Event. Once the volunteers are selected, they will be assigned, and handed off to the VP of programs
  5. **Spring Event** - Shall work with the VP of Programs to plan and execute at least one event in the Spring
  6. **Fall Event** - Shall work with the VP of Programs to plan and execute at least one event in the Fall
  7. **Room Parent (Effective 2020-2021 School Year)**- Shall oversee all room parents, to ensure all school guidelines are met and assist in the flow of annual parties and events, included but not limited to: All Holiday Parties (applicable grades), Middle School Dance, and any other school related events, in which room parents are needed.
- B. Committee Chairs shall:
1. Keep a written record of the activities of his/her committee in a manner that would allow these records to be passed along to future Chairs. These records should be turned over to the appropriate VP, who will maintain a comprehensive file, located in Google Drive, of all events planned by the PTO and making them available to future Chairs.
  2. May solicit and appoint additional members to serve on their respective committees as necessary

3. NOT secure any contract in the name of the PTO without the approval to do so by the board. Any approved purchases must be made within the budgetary restrictions
4. Provide a written report to the Vice President for Executive Board and monthly PTO meetings to report on the activities of his/her committee
5. Assist in the nomination of the incoming Chairperson of their respective committee

#### **Article VII : MEETINGS**

##### **A. The General PTO meetings shall:**

1. Be determined by the executive board with a minimum of one week notice to all PTO members
2. Attain quorum when 5% of membership is present
3. Hold voting only when quorum has been met
4. Be held twice per semester.
5. May be held virtually only when necessary
6. Members in good standing may give votes by proxy.

##### **B. The Executive Board meetings shall:**

1. Attain quorum when at least FIVE (5) executive board members are present at any board meeting for the transaction of business of the organization
2. The board meetings shall be conducted each month during the school calendar
3. Any business that does not get accomplished prior to the scheduled end of the board meeting, may be completed through electronic means; ie email, social media, texts
4. Emergency board meetings shall be called 3 days prior with agenda attached
5. Attendance to board meetings is mandatory, as meetings are scheduled a minimum one week in advance. Any board member that cannot attend must notify the board of the reason to be excused
6. PTO business hours are between 8:00 AM and 5:00 PM, and not open on Sunday

#### **Article VIII: FISCAL YEAR**

The fiscal year of the IL Texas Keller PTO shall begin on July 1 and end the following year, June 30.

#### **Article IX: AUDITS**

A financial review committee shall review the PTO books annually before the books are turned over to the new board. The committee will be appointed during the April general PTO meeting by the president and approved by the board. The committee should consist of at least one outgoing or current board member, one incoming board member, along with at least one other current PTO member of good standing. This committee may not include the outgoing treasurer, incoming treasurer, or any authorized check signers. This committee will match every financial request with every receipt, notate any discrepancies in policy, and verify the financial integrity of the bank account by comparing beginning and ending balances with incoming/outgoing monies. The committee's report will be submitted to the board at the first general meeting of the new school year.

#### **Article X: FINANCIAL POLICIES**

**All monetary policies and procedures must be followed as outlined in the Bylaws.**

- A. **Use of Funds:** PTO funds shall be used for programs, events, and items that directly benefit the students of the School; with the exception of the Teacher Appreciation events.
- B. **Budget:** A budget will be determined by the executive board prior to the first general meeting each school year. The budget will be presented at the first general meeting. All expenditures within the realm of the approved budget are authorized expenditures.
- C. **Contracts:**
  1. Executive Board Members may execute contracts within their approved budget without board approval. Any money over the approved budget requires an Executive Board vote.

2. Committee Chairs must seek approval from the Executive Board Member over that committee for all contracts and monetary commitments under the PTO name.
- D. **Income:** At the end of an event where monies have been collected, the money will be counted and an Itemized Receipt Form (IRF) will be filled out by two (2) PTO members with a minimum of one member of the executive board and one PTO member. The members of the executive board or PTO members cannot be next of kin. Both members should count the money, sign, and date the IRF. The IRF is due to the Treasurer within 2 weeks.
- E. **Expenses:** Reimbursements shall only be made for budgeted or Board-approved expenditures. To be reimbursed by the PTO, a reimbursement form along with the receipt or invoice must be stapled to the reimbursement form and submitted to the treasurer. The reimbursement form must be signed by the requestor and approved/signed by the treasurer and president. Reimbursements will not exceed 3-4 days.
- F. **Funding Requests:** Requests from school administration or teachers to use PTO funds must be in writing. Written funding requests will be discussed during board meetings and researched by the board with a minimum of three quotes attached. Upon conclusion of board discussion, findings will be presented to the general PTO members and voted on during the general PTO meetings if the request exceeds \$2500. Executive Board will vote and make decisions on funding request at or below \$2500.
- G. **Banking:**
  1. There must be a minimum of \$200.00 in the bank account at all times.
  2. Authorized signers shall be voted on at the first meeting of the fiscal year. The president, treasurer, and any member of the executive board are permitted, not to exceed 4 signers.
  3. Authorized signatures on IL Texas Keller PTO checks shall include any two authorized signers on the IL Texas Keller bank account. The signature on any check cannot be the payee and all signatures must be present on carbon copy of checkbook.
  4. A letter will be written by the Treasurer to the issuer of checks written to PTO and returned for insufficient funds. The letter will contain a copy of the returned check, a request for the written amount and the fees charged to PTO by the bank. The check will be returned to the payee upon receipt of cash, money order, or certified check.
  5. All deposits must be made within 5 business days of moneys received.
- H. **Transition:**
  1. At the end of the school year there must be a minimum \$1,500.00 left in the bank account for the upcoming school year.
  2. All PTO financial and other pertinent records must be turned over within 10 business days from the June meeting date or the last day of the fiscal year, whichever comes first. The incoming and outgoing vice president and treasurer must make themselves available to sign and record the transfer of bank accounts. Financial records would include: bank account records, outstanding debt records, history of all transactions, receipts, and tax information. Other pertinent records include: date of contracted events, frequent contacts, willing volunteers information, sample forms/documents, PTO inventory, etc.

## **Article XI: 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 executive board member or committee chair 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 or charitable organizations.

### **Section 2: DEFINITIONS:**

- A. Interested Person: Any executive board member or committee chair with governing board delegated

powers that 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 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. 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 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 if 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 Conflicts 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 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 PROCEDURES**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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 boards or committee's decision as to whether a conflict of interest in fact existed.

2. 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**

1. 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.
2. 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.
3. 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**

- A. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement drafted by the President which affirms such person:
  1. Has received a copy of the conflicts of interest policy
  2. Has read and understands the policy
  3. Has agreed to comply with the policy
  4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes

#### **Section 7: PERIODIC REVIEWS**

- A. To ensure 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:
  1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
  2. 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 impermissible private benefit or in an excess benefit transaction.

#### **Section 8: USE OF OUTSIDE EXPERTS**

When Conducting the periodic reviews as provided for in Article VII, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for enduring periodic reviews are conducted.

#### **Article XII: AMENDMENTS**

These bylaws may be amended at any general PTO meeting by majority vote of the members present and voting, provided that prior and reasonable notice of the amendment has been given. Notice may be given by postal mail, e-mail, or social media.

#### **Article XIII: BY-LAWS**

The by-laws of the International Leadership Texas Keller will be reviewed every two years. A majority vote by board members and voting members present will constitute their acceptance.

These bylaws are adopted as prescribed on this date July 25, 2023.