

BYLAWS of the Moharimet Elementary School Parent Teacher Organization

Article I. Name

The name of the organization shall be the Moharimet Parent Teacher Organization ("MOH PTO").

Article II. Purpose

MOH PTO is exclusively organized for the charitable purpose of supporting the education, development and well-being of children at Moharimet Elementary School and fostering relationships among the students, parents, teachers, staff and community under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

MOH PTO sponsors assistance to teachers in the classroom setting, raises funds for supplemental educational materials and experiences, supports school and family social interaction, and provides a non-biased forum for sharing information on issues that impact our children. Our mission is to foster a positive learning environment, which encourages academic and social growth for all Moharimet students and to promote open communication and understanding between parents and staff of Moharimet Elementary School.

Article III. Definitions

- PTO shall be the nonprofit entity established under these bylaws, aka "Moharimet PTO," "MOH PTO," or "the organization."
- Moharimet Elementary School may be referred to as "the school."
- Executive Council may be referred to as "EC."
- Executive Council members may be referred to as "officers," "PTO officers," or "EC officers" and are individually defined as "chair" in the capacity as specified in Article VII, below.
- PTO Members may be referred to as "members," or "the membership."
- The Annual Meeting of this organization shall be defined as the May Meeting.

Article IV- Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws. One member of Executive Council shall be elected by the Executive Council as official "Parliamentarian."

Article V. Members and Membership

Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal, teachers and staff employed at the school shall be members and have voting rights.

Article VI. Executive Council

Section 1. Executive Council Membership

The Executive Council (or "EC") shall consist of the officers and the principal. See Article VII, below.

Section 2. Duties

The duties of the Executive Council shall be:

- Organize PTO sponsored events for the benefit of the Moharimet community
- Create standing and temporary committees
- Prepare and submit a budget to the membership
- Transact business between meetings in preparation for the Regular Meetings
- Create standing rules and policies
- Prepare reports and recommendations to the membership
- Approve routine bills
- Assure that these bylaws and amendments to the bylaws are reviewed periodically as outlined in Article XIV of this document

Section 3. Executive Council Meetings

Executive Council meetings shall be held monthly, as determined by the EC, and attended by EC members. Minutes will be shared with EC members. Special EC meetings may be called by any two (2) or more Executive Council members, with twenty-four (24) hours notice.

Section 4. Quorum of Executive Council

Half the number of Executive Council members plus one (1) constitutes a quorum of the Executive Council for the purpose of voting.

Section 5. Executive Council Voting

Officers may vote, assuming a quorum, during the course of EC meetings, on matters for which a discussion-based resolution can not be reached. During such a vote, each EC member present shall cast one (1) vote, with no proxy votes for EC members not present. In the case of a tie vote, the motion shall be tabled for discussion and vote at the next EC meeting, assuming a quorum at the next EC meeting.

Article VII. Executive Council Officers and Elections

Section 1. Officers of Executive Council

The Officers of the Executive Council shall be:

Executive Chairperson

The executive chairperson (or “chair”) shall:

- Serve in the capacity of traditional “President” role
- Preside over meetings of the organization and executive council
- 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
- Coordinate the work of all the officers and committees so that the purpose of the organization is served
- Submit a written annual report, as required for 501(c)3 status
- Submit a written annual report for community reporting
- Submit a written annual report detailing responsibility/ recommendations to the future board by the fiscal year end
- Act as liaison between PTO and school and parent community
- Sign paperwork and check/reimbursement requests and deposits
- Arrange for in school announcements
- Communicate executive decisions regarding PTO policies, procedures, roles, budget, communication plan, fundraising plans, oversee all events and programs
- Provide agendas for each Regular Meeting

Executive Co-chairperson(s)

The executive co-chairperson(s) [or “co-chair(s)”] shall:

- Serve in the capacity of traditional “Vice President” role
- Assist the chair and carry out the chair’s duties in his or her absence
- Serve as acting-chair if chair is unable to serve
- Accompany and assist the chairperson in conducting meetings
- Assist with all annual reporting
- Serve as an ex officio member of all committees
- Assist the executive council in roles/responsibilities
- Act as a liaison between committees
- Assist with the recruitment of project chairs/volunteers

Finance Chairperson

The finance chairperson (or “finance chair”) shall:

- Serve in the capacity of traditional “Treasurer” role
- Participate as an active member of executive board to establish the year’s PTO operating budgetary needs

- Prepare and be ready to report annual budget proposal to members at September Regular Business Meeting for the purpose of voting on the annual budget
- Be responsible for keeping MOH PTO in compliance with tax rules and regulations
- Keep a full and accurate account of receipts of expenditures
- Make disbursements in accordance with the approved budget as authorized by the MOH PTO and/or chair
- Be ready to report on financial status and prepare necessary financial statements as may be needed for Regular Meetings with a full reporting required for the June meeting
- Receive and compile complete financial reports from committee chairs within thirty (30) days of the completion of the project
- Provide monthly budget reports for PTO records and be available to answer budget questions
- Be available to sign off of check requests if chair(s) not available to do so in a timely manner
- Work closely with executive chair to manage money handling procedures
- Be responsible for keeping MOH PTO in compliance with all requirements as outlined in Article XI of these bylaws

Communications Chairperson

The communications chairperson (or “communications chair”) shall:

- Serve in the capacity of traditional “Secretary” role
- Participate as an active member of the executive council to establish an internal and external communication plan for the school year and manage the communication plan throughout the school year
- Record the minutes of all Regular Meetings of the organization
- Have a current copy of the bylaws and its amendments
- Have a copy of *Robert’s Rules of Order* for parliamentary procedure reference
- Publish meeting minutes of Regular Meetings to all EC members and community prior to the next Regular Meeting
- Handle formal correspondence for the organization, including, but not limited to, requests for services, letters of thanks for donations, press release materials, etc.
- Maintain a centralized location where volunteer sign-ups throughout the year can be accessed and managed (“call to action” requests)
- Manage, or delegate management as needed, efficient channels of communication with broad MOH community throughout the term of office (newsletter, flyers, email through main office, website, social media, calendar, morning/afternoon PA announcements, school bulletin board)
- Manage correspondence with classroom coordinators

Fundraising Chairperson

The fundraising chairperson (or “fundraising chair”) shall:

- Participate as an active member of the executive board to establish a fundraising plan for the school year
- Along with the events chair, coordinate baking committee chair and other committee chairs regarding fundraising efforts
- Coordinate with communications chair and finance chair regarding “call to action” requests, action steps needed, thank you notes needed, etc.
- Provide updates to council and community during Regular and EC meetings

Events Chairperson

The events chairperson (or “events chair”) shall:

- Participate as an active member of the executive board to establish event planning for the school year
- Coordinate with appropriate committee chairs for appropriate events (i.e. baking committee chair(s), sustainability chair, fundraising chair)
- Coordinate with communications chair regarding signups/call to action requests
- Manage/oversee each PTO event-specific committees
- Provide updates to council and community during Regular and EC meetings
- Manage internal facility requests and coordination of space for events and programs
- Coordinate with communications chair, finance chair, and fundraising chair regarding “call to action” requests, action steps needed, thank you notes needed, etc.

The Moharimet School Principal

The Moharimet School Principal (or “principal”) shall:

- Be an ex officio member of the Executive Council PTO Board
- Be the official representative of the school, representing teachers and staff
- Act as liaison between PTO and Moharimet teachers and staff
- Participate in PTO meetings as available and/or meet with PTO chairperson(s) on a monthly or as-needed basis
- Present all suggested projects to the proper school and school district officials for approval
- If principal is unable to attend the EC meetings, he/she may designate a voting representative to attend in his/her stead

Section 2. Nominations and Elections

2.1. Nominations for Executive Council positions shall be offered by any PTO member present at April’s Regular Meeting, one (1) month prior to the May election meeting, or in the case of a vacancy to be filled, as soon as possible.

2.2. Elections will be held at the May (Annual) meeting. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility

All PTO members are eligible for Executive Council office.

Section 4. Terms of Office

4.1. A term of office for Executive Council shall be two (2) years in length.

Officers may serve no more than two (2) consecutive terms in the same office, with best intent to stagger terms in order that institutional knowledge is not lost. The exception is the Executive Chairperson who is limited to a single term of two (2) years, unless no successor is identified in which case the current officer may be elected to the office of Executive Chairperson for a one (1) year term.

4.2. If officer slate is unable to be filled after the first Regular Business Meeting of the school year, the EC shall be condensed into five (5) voting members, with two (2) vacant member positions. Responsibilities of those two (2) vacant positions will be distributed respectively among the five (5) filled positions.

4.3. The term of office of this PTO shall begin on July 1 and end on June 30 of the second following year, with Year One of a term defined as July 1 through June 30 of the following year (one term-year) and Year Two defined at July 1 of the term's second year through June 30 of the second year (one term-year). In the case of a vacancy, the term of office shall be defined as outlined in Article VII, Section 5, below.

Section 5. Vacancies

5.1. A vacancy occurring in any office shall be filled for the remainder of the term by a majority vote of the voting members attending the next Regular Meeting. Notice of the election will be given to the members by the Chair as soon as possible. In case a vacancy occurs in the position of the Chair, either Co-Chair will assume the role of Chair and serve one (1) month notice to members of the election for a new co-chair.

5.2. If vacancy is filled before ninety (90) days into the vacating officer's term-year, the new officer's time in office shall be considered one (1) full term-year applied to the new officer's term. If vacancy is filled after ninety (90) days into the vacating officer's term-year, the new officer's time in office shall not be applied to that officer's term and that officer may, if elected, serve a full term beginning the following July 1.

Section 6. Removal From Office

Officers can be removed from office by a two-thirds vote of those present (assuming a quorum) at a Regular Business Meeting where fourteen (14) calendar days notice and reason(s) for proposed removal has been given.

Article VIII. Meetings

Section 1. Calendar

The calendar of Regular Monthly Meetings of the PTO shall be determined prior to the start of the school year, making efforts to distribute Business and Educational Meetings as evenly as possible throughout the year. The PTO shall hold at least four (4) Regular Business Meetings per school year and may choose to hold additional Business Meetings and/or Educational Meetings (see Art. VIII, Sec. 2, below) throughout the school year. Required meetings shall be:

1. September Meeting, during which a vote in the annual budget must occur.
2. December Meeting, during which review of bylaws and amendments may occur, depending on the year in the non-profit renewal cycle.
3. April Meeting, during which nominations for office shall occur.
4. May (Annual) Meeting, during which voting for new officers shall occur, among other items outlined in Art. VIII, Sec. 3, below.

The Executive Council will make best efforts to keep the schedule as is, but dates, times and locations are subject to change. If a change to meeting must be made, at least two (2) weeks notice must be given to the membership.

Section 2. Regular Meetings

MOH PTO will hold two (2) types of Regular Meetings:

1. *Business Meetings* - These Regular Meetings will be held with the purpose of discussing agenda items, including committee reports, and new business. Meetings will loosely follow Robert's Rules of Order in order that voices may be heard fairly and decisions can be made without confusion.
2. *Educational Meetings* - These Regular Meetings will be held with the purpose of providing an informational forum for community families on issues directly impacting our educational community. Meetings may begin briefly with business, if EC deems it necessary.

Section 3. Annual Meetings

The annual meeting shall be held at the May meeting. The annual meeting is for receiving most year end committee reports, electing officers, and other regular business.

Section 3. Special Meetings

Special meetings may be called by the Chair, any two (2) members of the executive council, or five (5) general members submitting a written/e-mail request to the Executive Chair. Notice of the Special Meeting shall be sent to the members at least two (2) weeks prior to the meeting, by flyer, email, website, social media or telephone.

Section 4. Voting at Regular or Special Meetings

1. *Eligibility* - Each member in attendance at a PTO meeting is eligible to vote, one (1) vote per member.
2. *Voting by Proxy* - Absentee and proxy votes are not allowed.
3. *Quorum* - Twice the number of EC members plus one (1) shall constitute a quorum for the purpose of voting.
4. *Majority* - Majority shall be half voting members present plus one (1), unless otherwise noted in this bylaws document and/or its amendments, with specific exceptions for votes concerning the following:
 - suspension or change of a rule already adopted
 - closing or limiting debate on a motion
 - preventing the consideration of a motion
 - closing nominations

The above outlined exceptions shall require a two-thirds majority of voting members present.

Article IX. Integrated Teams and Committees

Section 1. Formation and Leadership

Integrated Teams and Committees shall be created by the Executive Council as may be deemed necessary to promote the objectives and policies and carry out the work of the organization. Executive Council shall recruit and appoint willing members of the PTO to leadership roles on specific Integrated Teams and Committees. Executive Council shall prepare annual flow chart to outline structure of current EC, Teams and Committees.

Section 2. Membership

Integrated Teams and Committees may consist of general PTO members and Executive Council members, with the executive chair acting as an ex officio member of all committees. The executive chair or Executive Council shall be ex officio overseeing members of all teams and committees.

Section 3. Meetings

Integrated Teams and Committee leaders shall hold relevant meetings as needed throughout the year or throughout the planning and action period of that team/committee's task. Notice of general team/committee meetings shall be provided to all active team/committee members at least forty-eight (48) hours in advance.

Section 4: Information Sharing and Accountability

Integrated Teams and Committee leaders shall report directly to the Executive Council members and shall perform such duties as delegated and approved by the Executive Council. Integrated Teams and Committee leaders shall track spending and provide budget worksheets to the Executive Council as needed and at the close of an event or project. Committee reports shall be presented at the general meetings by a team or committee leader/member when requested by an Executive Council member. All invoices and reimbursement requests must be submitted before end of fiscal year, with those specific to projects being submitted within thirty (30) days of completion of said project

Section 5. Review and Recommendations

The Executive Council shall prepare and review the duties of the committees at least once per year and present recommendations for change, if necessary.

Article X. Fiscal Year.

The fiscal year of this PTO shall begin on July 1 and end on the following June 30.

Article XI. Financial Policies.

Section 1. A tentative budget shall be drafted prior to each school year and approved by a majority vote of the members present at the first Regular Meeting of the school year.

Section 2. The Finance Chair shall keep accurate records of any disbursements, income, and bank account information. Finance Chair will prepare and submit for permanent record to the Moharimet office all PTO books of account and record at the end of every fiscal year.

Section 3. Only Executive Council members shall commit MOH PTO funds by signing contracts. This authority shall be consistent with limitations in Section 4 below. Contractual commitments in excess of \$100 shall require two (2) authorized signatures as defined in Article XI, Section 5, below.

Section 4. The Executive Council shall approve all expenses of the organization that are contained within the approved budget. The Executive Council may transact unbudgeted business of the organization up to \$500.00, if necessary. However, no action shall be in conflict with that taken by the voting body of the organization. Any unbudgeted expenses in excess of \$500 shall be approved by a majority vote of voting members present at the next Regular Meeting prior to funds being committed.

Section 5. Two (2) authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the Executive Chair and the Finance Chair.

Section 6. The Finance Chair shall prepare financial statements at the end of the school year, to be reviewed by the membership at the Annual Meeting.

Section 7. Upon the dissolution of the organization, any remaining funds shall be used to first pay any outstanding bills and after that, any remaining funds shall be donated to the school, as consistent with Article XV, below.

Article XII. Standing Rules.

The Standing Rules of this organization are indicated within each Article of this document. Standing Rules may be approved and amended by the Executive Council during normal bylaw review process.

Article XIII. Amendments.

These bylaws may be amended at any Regular or Special Meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization. Notice may be given at least fourteen (14) days in advance by postal mail, e-mail, flyer, student take-home packets, or other social media platform. Amendments shall be approved by a two-thirds vote of voting members present, assuming a quorum. Amendments must be filed with the appropriate governmental agencies.

Article XIV. Review of Bylaws and Amendments.

Prior to renewal of non-profit status with the State of New Hampshire (every five years) at the December Regular Business Meeting prior to expiration, the PTO shall review and/or amend this bylaws document and its amendments and will be approved by a two-thirds vote of voting members present, assuming a quorum.

Article XV. Dissolution.

The organization may be dissolved with fourteen (14) calendar days written notice, by both U.S. post and electronic mail, and a two-thirds vote of voting members present at the meeting. Upon dissolution, all remaining assets of MOH PTO shall be donated to Moharimet Elementary School.

Article XVI. 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 chairperson 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.

2.1. Interested Person - Any Executive Council chair 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.

2.2. Financial Interest - A person has a financial interest if the, person has, directly or indirectly, through business, investment, or, family:

2.2.a. an ownership or investment interest in any entity with which the organization has a transaction or arrangement

2.2.b. a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;

or,

2.2.c. 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.

2.3. Compensation - includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Financial Interest vs. Conflict of Interest

A financial interest is not necessarily a conflict of interest. Under Section XIV.2.2 (above), 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 4. Procedures.

4.1. 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 Executive Council as it considers the proposed transaction or arrangement.

4.2. 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 governing board or committee members shall decide whether a conflict of interest exists.

4.3. Procedures for Addressing the Conflict of Interest

4.3.a. An interested person may make a presentation at the executive council 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.

4.3.b. The chairperson of the executive council shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

4.3.c. After exercising due diligence, the executive council shall determine whether the PTO 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.

4.3.d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive council shall determine by a majority vote of the disinterested chairs 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.

4.4. Violations of the Conflict of Interest Policy.

4.4.a. If the Executive Council 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.

4.4.b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Council determines that the member has failed to disclose an actual or possible conflict of interest. Executive Council shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Executive Council shall contain:

- 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
- the Executive Council's decision as to whether a conflict of interest in fact existed
- 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
- a record of any votes taken in connection with the proceedings

Section 5. Compensation

5.1. A member of the Executive Council who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation

5.2. A 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

5.3. All members of the Executive Council or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, are prohibited from providing information to any committee regarding compensation

Section 6. Annual Statements

Executive Council members 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;
- 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 PTO 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:

7.1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining

7.2. 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 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 Executive Council of its responsibility for ensuring that periodic reviews are conducted.

Passed by Majority vote at the _____ / 2017 Meeting.

Names and positions of Executive Council signatories:

X _____
Jaime Lasker, Chair

X _____
Nicole Smith, Co-Chair

X _____
Jill Wiley, Co-Chair

X _____
Danielle Heaton, Communications Chair

X _____
Kate Dube, Finance Chair

X _____
Toni-Ann Saunders, Events Chair

X _____
Heather Smith, Fundraising Chair

X _____
David Goldsmith, Principal