

French American School of Denver

Parent Teacher Organization (PTO) Bylaws (Bylaws of the l'Organisation des Parents d'Élèves)

Approved by the Membership on (*insert date voted*)

Signed by Co-Presidents (*insert name*) and (*insert name*).

Filed with the French American School of Denver Principal via email on (*insert date emailed*).

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Article I – Name

The working name of the French American School of Denver Parent Teacher Organization (PTO) shall be the l'Organisation des Parents d'Élèves (incorporation pending) and hereafter referred to as the Organization or the PTO.

Article II – Purpose & Objectives

The purpose and objectives of the PTO are included but not limited to:

1. Support the education of children at the French American School of Denver by fostering relationships among the school, parents, and teachers;
2. Foster and encourage parent participation at all levels;

3. Provide opportunities and training for parents to participate in school governance and decision-making
4. Provide support and resources to the school for the benefit and educational growth of the students; and
5. Develop parent leadership and build capacity for greater involvement and cooperation.

The organization shall be noncommercial, nonsectarian, and nonpartisan. No commercial enterprise and no political candidate shall be endorsed by it. The name of the organization or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest for any other purpose than the regular work of the organization.

Article III – Membership, Dues and Voting Privileges

Section 1. Membership. Any parent, legal guardian, or other adult standing in loco parentis for a student or students at the French American School may be a member of the PTO and shall have voting rights. Membership shall be open to all teachers currently employed at the school though they may not hold executive committee roles.

Section 2. Dues. Dues, if any, will be established by the executive committee team. No person shall be denied participation in this organization based on their inability to pay, and dues, if any, may be waived for any member who so requests. The payment of dues is not a condition for either participation or membership.

Section 3. Donations. The PTO may make donation requests of members; such donations are entirely voluntary.

Section 4. Voting. Voting privileges are extended to members of the PTO. Members have one vote per household and must be physically or electronically present (specifically observable on video screen) during the meeting to vote. Proxy votes are not allowed. The Executive Committee may opt to allow voting on certain matters by absentee ballot or email or other electronic means as appropriate. Teachers who have joined the PTO shall be entitled to a single vote.

Article IV – Executive Committee and Elections

Section 1. Officers:

- a. Two Co-Presidents.
- b. Secretary.
- c. Treasurer.
- d. Other officers as may be deemed necessary in future years, including but not limited to: Vice President for Fundraising, Vice President for Events, Lower-Grade Liaison, Upper-Grade Liaison. It is inadvisable to fill these non-mandatory slots for the sake of filling them.

Section 2. Eligibility. Members are eligible for office if they are parent or legal guardian of a child who is currently attending the school and is a member in good standing for at least the 14 calendar days before the

nominating committee presents its slate. Employees of the school or members of the Board of Directors shall be ineligible to serve as officers of the PTO. This restriction applies equally to employees who have a child currently attending the school.

Section 3. Nominations and Elections. Elections will be held at the second to last meeting of the school year. Interested candidates shall submit a letter of interest to the Executive Committee and the Executive Committee shall then select a new candidate for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. 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. The winner shall be decided by a simple majority of voters either physically present at the meeting or present and observable by videoconference at that meeting.

Section 4. Terms of Office. Officers are elected for a term of two years and may serve no more than two (2) consecutive terms for a maximum consecutive duration of 4 years in the same office.

Section 5. Removal From Office. Officers can be removed from office by a simple majority vote of those present (assuming a quorum as defined in Article V, Section 4) at a general meeting where previous notice has been given of the meeting.

Section 6. Resignation. Any officer may resign by giving written notice to the Secretary or either of the co-presidents. The resignation of any officer shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice.

Section 7. Vacancies. If there is a vacancy in the office of co-president, the other co-president will serve until the next regularly scheduled meeting, when a new co-president will be elected. If there is a vacancy in any other office, the co-presidents (or president serving in a single capacity if a vacancy in the co-presidency exists) shall appoint a temporary volunteer to serve in the interim until the next general meeting when an election can be held. Members will permanently fill vacancies through an election at the next general meeting. A vacancy shall be filled for the remainder of the unexpired term.

Section 8. Meetings. The Executive Committee shall endeavor to meet at least monthly but may meet more frequently as deemed necessary by the Executive Committee.

Section 9. Compensation. Officers shall receive no compensation for their services.

Article V – Meetings & Quorum

Section 1. General Meetings. The general meeting of the organization shall be on the same day of the week, same week of the month, and at the same time each month, to be determined by the executive board. Meetings are generally held on the first Wednesday of the month unless there is a holiday or school-related conflict, however meeting dates and times will be posted on the FAS calendar whenever feasible. Meetings will be conducted either in person, by video conference, or both to allow for broad participation. During the meetings, one person will be dedicated to facilitating the technology and interaction between online and in-person participants. Any member may participate in a meeting by means of video conference by which all persons

participating in the meeting can hear and see each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 2. Special Meetings. Special membership meetings may be called by the co-presidents, any two members of the executive committee, or by any five general parent or guardian members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 5 days prior to the meeting, by email, calendar invitation, website posting and/or text message unless emergency circumstances prohibit providing 5 days advanced notice, in which case as much notice as practicable will be given.

Section 3. Annual Meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. At all Executive Committee meetings, half of the existing Executive Committee members plus one shall constitute a quorum. At all member meetings, a quorum for membership business shall be equal to the number of members present at the meeting.

Section 5. Notification of Meetings. The Executive Committee – most usually specifically the Secretary - will, to the extent practicable, notify the members of the meetings via email at least one week prior to the meeting and include a properly formatted calendar invite set to Mountain Standard Time with reminders.

Article VI – Duties of Officers

Section 1. Duties. This section presents the duties of the PTO Executive Team elected officers. Additional duties may be assigned to any officer at the discretion of the PTO Executive Team.

a. **Co-Presidents.** The duties of the Co-Presidents are as follows: To act as administrator of the PTO, to serve as primary contact for the Head of School, to preside over all PTO meetings, to specify the time, date, and location of all meetings, to provide the agenda for the meetings, to designate special representatives for events and duties, to assure that all required reporting is accomplished, to assure that proper receipts are provided to individuals and corporations, who make cash or in-kind donations to the PTO (no receipt is needed for corporate matching of individual donations). A thank you letter may serve as a proper receipt, to serve as DPS liaison, to create a permanent annual file of all the PTO paperwork generated, to maintain a position folder of job duties and notes relevant to this position, and to pass along this information to the next Co-President of the PTO Executive Committee, the Co- President shall have the option of delegating any of the above duties to other PTO members who are willing to perform them on either an ad hoc or ongoing basis, to attend PTO and board meetings. In addition, the co-presidents will determine how the duties are carried out, and will coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. **Secretary.** To attend PTO meetings and record the minutes and attendance, to prepare meeting agenda, send notices of meetings to the membership, to publish minutes of each meeting, maintain a file of the minutes, and prepare the distribution of minutes at each PTO meeting (At each PTO meeting, the Executive Committee shall approve, or approve with revisions, the minutes of the last meeting.), to submit the revised minutes to the Co-President within 7 days, to maintain PTO documentation as necessary, to publish a roster of

Board Member's phone numbers and email addresses, to handle correspondence, to maintain a position folder of job duties and notes relevant to this position, and to pass along this information to the next Secretary of the PTO Executive Team.

c. **Treasurer.** To be responsible for the PTO Fund's accounting process as described here: An accounting record shall be established and maintained for the PTO. There shall be a quarterly reconciliation of the PTO accounting record. To present the budget at each PTO meeting in the approved format, which will include proposed revenue, expenses, and current activity, to be responsible for providing receipts for all cash and in-kind donations (may be in the form of a thank-you letter), to present at such reasonable times as the President or majority member of the PTO Executive Team may direct, or upon resignation or termination of office, all books, papers, vouchers, etc. which may be in his/her possession, to prepare, in the event of resignation, a written final financial report due at the first meeting at which his/her resignation could be considered, to serve as financial advisor for all fundraisers and fund disbursements, to maintain a position folder of job duties and notes relevant to this position, and to pass along this information to the next Treasurer of the PTO Executive Team.

Article VII – Committees

Section 1. Membership. Committees may consist of general members and executive committee members.

Section 2. Standing Committees. The following committees shall be held by the organization: Organizational and Finance.

Section 3. Additional Committees. The Executive Committee may appoint additional committees as needed.

Section 4. Duties of Standing Committees. This section presents the duties of the Standing Committee Leads. Additional duties may be assigned at the discretion of the PTO Executive Team and shall include but is not limited to:

1. To co-chair the events committee to prepare fundraising activities for the school year and to inform the membership of these activities;
2. To seek approval of the PTO Executive Team on all projects planned;
3. To implement the guidelines for organizing a committee and report progress of each committee at the PTO meetings;
4. To encourage parent participation through recruitment and outreach; and
5. Maintain current list(s) of the PTO's membership.

Article VIII – Finances

Section 1. A tentative budget shall be drafted in the spring for the following school year and approved at the fall meeting by a majority vote of the members present at that meeting. The budget will be subject to funds availability.

Section 2. The treasurer shall keep accurate records of any disbursements, requests for reimbursement, income, and bank account information. These accounting records are subject to inspection by the co-presidents within 14 days of request to inspect.

Section 3. The Executive Committee shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be a co-president and treasurer.

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Finance Committee detailing debts, balances, expenditures and all outstanding and pending financial transactions. And including appropriate receipts and documentation of the same.

Section 6. The fiscal year shall coordinate with the school year.

Section 7. 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.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/ standing rules.

Article X – Standing Rules

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

Article XI – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XII – Amendments

These bylaws may be amended, appealed or altered at any regular or special meeting, providing that previous notice of the intention to do so was given in writing at least one meeting in advance at the prior meeting and notification of the intention to do so was then then sent to all members of the organization by the secretary. Notice may be given by email and school newsletter and/or flier. Amendments will be approved by a two-thirds majority vote of those present, assuming a quorum. If unusual circumstances exist which require a quorum to temporarily approve an amendment, repeat or alteration to meet emergency conditions, such approval will be temporary until final ratification can occur at the next meeting.

Article XIII – Conflict of Interest Policy (applicable for non-profit status when obtained)

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.

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:

- (1) Has received a copy of the conflict of interest policy;
- (2) Has read and understood the policy;
- (3) Has agreed to comply with the policy; and
- (4) 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.