

**HAMILTON
CENTRAL
SCHOOL
PTO
BYLAWS**

**Modified:
February 12, 2018**

Article I – Name

The name of the organization shall be the Hamilton Central School PTO.

Article II – Mission Statement

Our mission is to support community building, enrichment and equity for all children at Hamilton Central School. We support initiatives that foster productive and positive environments. We support teachers, staff and families so that all parties may have the best possible experience at HCS.

Article III – Members

Section 1: 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 and staff employed at the school may be a member and have voting rights.

Section 2: Dues

Dues, if any, will be established by the Executive Board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

Article IV – Officers and Elections

Section 1: Officers

The Officers shall be President, Vice President(s), Secretary and Treasurer.

- a) The **President** shall preside over meetings of the organization and Executive Board, 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 except the nominating committee and coordinate the work of all the Officers and committees so that the purpose of the organization is served.
- b) The **Vice President(s)** shall assist the president and carry out the president's duties in his or her absence or inability to serve. It is our hope to elect both a Middle/High School Vice President and an Elementary Vice President, if there is enough community interest.
- c) The **Secretary** shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list and any other necessary supplies and brings them to meetings.
- d) The **Treasurer** shall receive all funds of the organization, keep an accurate record of receipts and expenditures and pay out funds in accordance with the approval of the Executive Board. He or she will present a financial statement at every meeting and at other times of the year when requested by the Executive Board and make a full report at the end of the year.

Section 2: Nominations and Elections

Elections will be held in the May meeting of the school year, if possible. Alternate election dates may be set by the Executive Board. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. Voting procedures will be determined by the current board.

Section 3: Eligibility

Any Hamilton Central PTO member is eligible for office, if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4: Terms of Office

Officers are elected for one year. Each person elected shall hold only one office at a time.

Section 5: Vacancies

If there is a vacancy in the office of President, one of the Vice President(s) will become the President. At the next regularly scheduled meeting, a new Vice President will be elected, if necessary. If there is a vacancy in any other office, the board can appoint a member to fill the vacancy. If there are two vice presidents or there is no consensus, the board may vote to fill any vacancy by majority vote of Officers present.

Section 6: Removal From Office

Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1: Regular Meetings

The regular meeting of the organization shall be at a time and place determined by the Executive Board at least two weeks before the meeting. The annual meeting will be held at the May meeting. The annual meeting is for receiving reports, electing Officers and conducting other business that should arise.

Section 2: Special Meetings

Special meetings may be called by the President, any two members of the Executive Board or five general members submitting a written request to the Secretary.

Section 3: Quorum

The quorum shall be 10 members of the organization.

Article VI – Executive Board

Section 1: Membership

The Executive Board shall consist of the Officers.

Section 2: Duties

The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare

and submit a budget to the membership, approve routine bills, reimbursement requests and prepare reports and recommendations to the membership.

Section 3: Meetings

Regular meetings will try to be held monthly, dates to be determined by the board. Special meetings may be called by any two board members, with 24 hours notice.

Section 4: Quorum

Half the number of Executive Board Members plus one constitutes a quorum.

Article VII – Committees

Section 1: Membership

Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2: Standing Committees

The following committees may be held by the organization: Fundraising, Hospitality, Membership, Communications, Arts and Enrichment, Family Events, Nominating and Auditing.

Section 3: Additional Committees

The board may appoint additional committees as needed.

Article VIII – Finances

Section 1: Budget

A tentative budget shall be drafted in the spring/summer for each school year and approved by a majority vote of the executive board present.

Section 2: Records

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

Section 3: Expenses

The board shall approve all expenses of the organization.

Section 4: Authorized Signatures

Two authorized signatures shall be required on each check over the amount of \$400. Authorized signers shall be the President(s) and Treasurer.

Section 5: Yearly Financial Statement

The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 6: Funds Upon Dissolution

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 Hamilton Central School District.

Section 7: Fiscal Year

The fiscal year shall coordinate with the school year.

Article IX – Parliamentary Authority

Robert’s Rules of Order may be used as a guide, if desired by the Board, to govern meetings when they are not in conflict with the organization’s bylaws.

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 at any regular or special meeting, providing that previous notice was given at the prior meeting and then sent to all members of the organization by the Secretary. Notice may be given by postal mail, online, text, in person, email or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Fundraising

Any and all fundraising must be cleared through the Executive Board. No one is permitted to use the organization name to solicit funds or goods without prior approval of the Fundraising Coordinator and/or the Executive Board. All financial contributions shall be made payable to the Hamilton Central School PTO. All funds and goods donated shall become the property of the Hamilton Central School PTO. Any and all donations should be turned into the Fundraising Coordinator to give to the Treasurer or to the Treasurer directly.

Article XIV - Conflict of Interest Policy

Section 1: Purpose

The purpose of the Conflict of Interest Policy is to protect this 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 non-profit and charitable organizations.

Section 2: Definitions

- a) 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) A person has a **Financial Interest** if the person has, directly or indirectly, through business, investment or family:
 - i) An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

- a) Duty To Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest
 - i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii) 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.
 - iii) 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.

