

BYLAWS
Of
Hampden Charter School of Science West
PTO

ARTICLE I – NAME, DESCRIPTION & PURPOSE

Section 1: NAME – The name of the organization shall be the Hampden Charter School of Science West Parent Teacher Organization (HCSS West PTO). The PTO is located at 511 Main Street, West Springfield, MA 01089.

Section 2: DESCRIPTION – The PTO is a non-profit organization that exists for charitable, educational, and scientific 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 at HCSS, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at HCSS through volunteer and financial support.

ARTICLE II – MEMBERSHIP

Membership shall be automatically granted to all parents and guardians or other adult standing in loco parentis for a student at the school may be a member and shall have voting privileges. The principal and any teacher employed at the school may be a member and have voting rights. There are no membership dues. Members have voting privileges, one vote per household.

ARTICLE III – OFFICERS AND ELECTIONS

Section 1: OFFICERS – The officers shall be President, Vice President, Secretary, and Treasurer. Officer positions can be shared.

Section 2: NOMINATIONS AND ELECTIONS – Individuals intending on running for office must be at both May and June PTO meetings. Nominations are due at the May meeting to be voted in June. If an absence occurs, the executive Board will be selected by majority vote.

Section 3: ELIGIBILITY – Any member in good standing may become an officer of the PTO.

Section 3: TERM OF OFFICE – Officers are elected for one year and may serve no more than two consecutive terms in the same office. Each person elected shall hold only one office at a time.

Section 4: DUTIES –

Executive Board –. Develop the PTO's annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, approved by majority vote of the Board unbudgeted

expenditures of no more than \$200.00. The Executive Board will consist of the president, vice president, secretary, treasurer, school principal (and/or designee) and special committee chairs.

President – Preside at General PTO meetings and Executive Board meetings, serve as the primary contact to the principal and represent the PTO at meetings of other groups, if needed, serve as an ex-officio member of all committees, and retain all official records of the PTO.

Vice President – Assist the President, perform the duties of the president if the president is absent or unable to serve, participate in executive board meetings and provide input for decisions, be an ambassador for the PTO and the school.

Secretary – Prepare agendas for general meetings, record and distribute minutes of executive board meetings and general meetings, maintain a complete file of all approved minutes, agendas, and materials distributed at any official PTO meeting, attend executive board meetings and participate in discussions and decision making, record minutes of executive board meetings, prepare agendas for general meetings, as developed in the executive board meeting, photocopy the minutes from the last general meeting for distribution (and approval) at the upcoming general meeting, record minutes of general meetings and distribute them in a timely manner.

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

Section 5: BOARD MEETINGS – The Executive Board shall meet monthly during the school year, or at the discretion of the President.

Section 6: REMOVAL – An officer can be removed for failure to fulfill their duties or for having any negative impact on the organization or school by a two thirds vote of those present (assuming a quorum) at a scheduled regular meeting.

Section 7: VACANCY – If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

ARTICLE IV – MEETINGS

Section 1: REGULAR MEETINGS – Regular PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held in the HCSS Teacher's Lounge or at a time and place determined by the executive board at least one month prior to the meeting. Members will be notified through the Wednesday Folder at least a week prior to 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. Previous notice of the special meeting shall be sent to members by email and or phone calls.

Section 3: QUORUM – Five (5) members of the PTO present and voting constitute quorum for the purpose of voting.

ARTICLE V- EXECUTIVE BOARD

Section 1: MEMBERSHIP - The Executive Board shall consist of officers principal and standing committee chairs.

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, and prepare reports and recommendations to the membership.

Section 3: MEETINGS - Regular meetings shall be held monthly with time and date to be determined by the board. Special meetings may be called by any two board members with 24 hour notice.

Section 4: QUORUM - Half the number of board members plus one constitutes a quorum.

ARTICLE VI – 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 shall be held by the organization: Fundraising/Volunteer, PTO Scholarship, Family Events, Auditing Committee

Section 3: ADDITIONAL COMMITTEES – The board may appoint additional committees as needed.

ARTICLE V – FINANCES

Section 1: FISCAL YEAR - The fiscal year shall coordinate with the school year.

Section 2: BANKING - All funds shall be kept in a checking account in the name of HCSS PTO. The board will approve all expenses of the organization. Two authorized signatures will be required for each expense over the amount of \$200. Authorized signers shall be the president, treasurer and the activities coordinator. All funds will be deposited within 24 hours of receipt and no more than 7 days after fundraiser/event ends.

Section 3: REPORTING – The treasurer shall keep accurate records of any disbursements, income, and bank account information, all financial activity shall be recorded. The treasurer shall reconcile the account monthly and report all financial activity monthly. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present. The PTO shall arrange an independent review of its financial records each year following an end of year financial statement prepared by the treasurer.

Section 3: ENDING BALANCE - The organization shall leave a minimum of \$2,000.00 in the treasury at the end of each fiscal year.

Section 4: CONTRACTS - Contract signing authority is limited to the President or the President's designee.

Section 5: DISSOLUTION – Upon the dissolution of the organization, any remaining funds, should be used to pay any outstanding boills 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.

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 in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail or email. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XIII – CONFLICT OF INTEREST

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. 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 executive board member, 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. 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. 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:

- 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 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.

These bylaws were adopted on January 2019