

Parent and Teacher Organization (“PTO”) Bylaws

Summerlake Elementary School PTO, Inc.

Orange County Public School District (“OCPS”)

Article I – Name

The legal name of the PTO shall be the Summerlake Elementary School PTO, Inc. 15450 Porter Road Winter Garden, Florida 34787.

Adopted on August 8, 2020, by Rhiannon Pinnock, Secretary Summerlake Elementary School PTO.

Article II – Articles of Organization

The organization exists as an unincorporated organization of its members. In the absence of separate articles of organization, these bylaws shall be deemed to be the articles of organization. In the event of any conflict between these bylaws and the articles of association, these bylaws shall govern.

Article III – Purpose

Section 3.1 Objectives. The purpose or purposes (objects) which the Summerlake Elementary PTO, (“PTO”), will pursue are:

Section 3.1.a to actively contribute to the overall learning experience of its children by building closer relationships between the parents, teachers and Summerlake Elementary School, (“school”)

Section 3.1.b With the primary intent to support all the activities and programs for all students through financial and/or voluntary support.

Section 3.1.c. to bring closer the relationship of home and school so that parents and teachers may cooperate in the education of its children.

Section 3.1.d. to engage its families and community in united efforts to secure the physical, mental, emotional, and social well-being of all children enrolled at the school.

Section 3.1.e. This PTO shall neither seek to direct the administrative activities of the school nor control its policies.

Section 3.1.f. This PTO may make suggestions to the administration concerning activities of the school if such suggestion(s) is made toward the betterment of conditions for all concerned (i.e., students, teachers, administrators and families).

Section 3.2 The purposes of the PTO are promoted through advocacy and education in collaboration with parents, families, teachers, staff, students, and the community; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article IV.

Section 3.3 The PTO is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV– Basic Policies

Section 4.1. The PTO shall be noncommercial, nonsectarian, and nonpartisan.

Section 4.2. The PTO shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. At PTO meetings, issues directly related to the educational experience of the children of the PTO and/or OCPS may be discussed, however, the PTO shall not take any official position nor encourage any specific action on behalf of its members.

Section 4.3. No part of the net earnings of the PTO shall be distributable to its members, officers or other private persons except that the organization shall be allowed to pay reasonable compensation for services rendered and to make payments in agreement with the PTO's objectives and approved budget.

Section 4.4. The PTO shall not carry on any other activities not permitted to be carried on:

Section 4.4.a. by an organization exempt from the Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code, or

Section 4.4.b. by an organization, contributions to which are deductible under Section 180 (c)(2) of the Internal Revenue Code.

Section 4.5 The association will be able to use a PTO debit/credit card issued to the PTO or Electronic Funds Transfer (“ETF”), for business purposes only. All charges must adhere to the budget adopted by the PTO. Any charges not approved by the budget, must be approved by the membership prior to the payment. A receipt or document paper trail must be on file for every bank transaction.

Section 4.6 An annual financial audit/review must be completed at the end of each fiscal year (July 1st - June 30th).

Section 4.7 The annual IRS 990 must be filed by the 4th month following the end of the fiscal year.

Article V – Membership & Dues

Section 5.1. Any parent, guardian, or other adult standing in loco parentis for a student at the school may become a member of the PTO. The principal and any teacher or staff member employed at the school, who subscribes to the objects and basic policies of the PTO without regard to race, color, creed or national origin, under such rules and regulations not in conflict with these bylaws, may become a member. Member(s) in good standing are eligible to vote and have one (1) vote on any matter submitted to the membership for a vote by the Executive Board; such votes may be cast in person and/or electronic voting means chosen/communicated by the Board. Each member household shall have one (1) vote per household.

Section 5.2. While regular meetings will be open to any parent, guardian, or staff member of Summerlake Elementary School, only members of the PTO shall be eligible to participate in the business meetings, or to serve in any of its elective or appointive positions.

Section 5.3. The PTO shall conduct an annual enrollment of members, but persons may be admitted to

membership at any time, expiring on June 30th of that school year.

Section 5.4. Dues, if any, will be assessed and established by the Board. The Executive Board shall annually review and establish rates of dues, if any, for PTO membership prior to the beginning of each school year.

Section 5.4.a. Dues may be, but are not limited to, registration forms, monetary fees, or volunteer hours (in lieu of fees).

Section 5.4.b. If dues are charged, a member must pay his/her Dues at least 14 calendar days before the next regularly scheduled PTO meeting, to be considered a member in good standing with voting rights.

Section 5.5. For the purpose of annual enrollment, the membership year shall be July 1 through June 30, coinciding with the fiscal year of the school.

Section 5.6. No member or volunteer will give themselves any type of discount or take items for free unless it is approved by the Board in advance of the event.

Section 5.7. Any items, prizes, candy, food, etc. remaining after any PTO event will be the property of the PTO. Remaining perishable items may be disbursed by present Executive Board members as deemed appropriate. No Executive Board members, committee chairs, or volunteers will independently distribute any non-perishable property of the PTO to other individuals or keep non-perishable PTO property for themselves. The PTO Executive Board will decide how any remaining non-perishable, tangible items will be dispersed after each event.

Section 5.8. Revocation of membership may occur by a 2/3 vote of the Executive Board for corruption or any act that brings dishonor to the PTO or negates the objectives of the PTO. Removal shall take place after the Executive Board has met in an effort to discuss the problem and attempts have been made to resolve the problem. Removal shall be done by a majority vote of the Executive Board.

Article VI – Executive Board and Officers

Section 6.1 Number and Composition: The Executive Board (“Board”) shall consist of a President, two (2) Vice Presidents, Secretary, Treasurer, “School” Principal and three (3) Standing Committee Chair(s) who shall be elected as herein provided.

Section 6.2 Authority, Responsibility and Duty of the Board. The Board shall have and exercise such powers as from time to time it may deem necessary or convenient to conduct and carry on the business and affairs of the PTO, and to accomplish its objectives consistent with these Bylaws. Such powers shall include, but shall not be limited to, the authority to make policy decisions for the PTO; to establish rules and procedures for the Board and for the PTO; to approve, modify or disapprove reports, resolutions or actions of officers or committees of the PTO; to approve, or revise and approve, the Annual Budget for the PTO prepared by the President and Treasurer; to approve, or revise and approve, and amend if thereafter deemed by it to be an appropriate Annual Financial Plan/Budget for the PTO; to delegate to the President or any committee the authority to proceed with authorized actions, consistent with the Annual Financial Plan/Budget then in effect; and to perform in addition to the duties listed below, other such duties as applicable to the Board as prescribed by the parliamentary authority of this PTO, within the bylaw and in Article XII.

The Board shall transact business between meetings in preparation for the regular meeting, create

standing rules and policies, create standing and temporary committees, prepare and submit an annual budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 6.3. Elected Officers. The required, elected officers of the Board shall be a President, two (2) Vice Presidents, Secretary, and Treasurer.

Section 6.4 Qualification for Office. Any member in good standing, at least 14 calendar days before the nominating committee presents its slate, shall be eligible for nomination to any office of the PTO.

- a. An interested candidate for president must serve at least 1 year on the elected board prior to running for the position. Should there be no candidate with this experience the board can vote to approve the candidate with a majority vote.

Section 6.5 Nomination and Election of Officers. Elections will be held, annually at the second to last meeting of each school year. Voting may be by voice vote. In the event of a close voice vote, voting by ballot may be required with the vote being counted and recorded in the minutes. If there is only one nominee for any office, election for that office will be held by voice vote. A majority vote shall elect. If more than one person is running for an office, a ballot vote shall be taken. Robert's Rules for Conduction Elections should be referenced if any questions/issues arise: https://westsidetoastmasters.com/resources/roberts_rules/chap12.html

The nominating committee composed of at least three (3) members shall be nominated by the President and elected by the Board of Directors. The committee shall elect its own chairman. The nominating shall select a candidate for each office and present the candidates at a meeting held one month prior to the election. At that annual meeting, nominations may also be made from the floor. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 6.6 Term of Office and Re-election. Officers are elected for one (1) term and shall be eligible for re-election to the same office but may not serve more than two (2) consecutive terms in the same office. An officer's term shall correspond to the current fiscal year (July 1st-June 30th). The outgoing president shall only serve in an advisory role in the next immediate term.

Section 6.7 Officers shall assume their official duties at the beginning of the fiscal year on July 1. There is a transition, corroborating period between the outgoing board and incoming board for the last month of the fiscal year. After transition no motions for spending on unbudgeted expenses shall occur, with the exception of mandatory administration expenses, not to exceed 10% of the July 1st Bank balance, net specific reserves.

Section 6.8 Vacancies / Removal.

If there is a vacancy in the office of President, the Vice President will become the president for the remainder of the unexpired term. If more than one Vice President is in office at the time of the President's vacancy, the new President shall be elected by voice vote at the next regularly scheduled meeting, in the event this creates a vacancy for Vice President then a new vice president shall be elected at the same meeting. If there is a vacancy in any other office, members will fill the vacancy, for the remainder of the unexpired term, through an election at the next regular meeting. Notice of such election must be shared with the current membership. Approval is determined by a majority vote of those members present and voting.

Article VII – Duties of Officers

Section 7.1 Duties: In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed in these bylaws, by the parliamentary authority of this PTO or agreed upon by the PTO or by the Board.

Section 7.1.a. President. The President shall preside over meetings of the PTO and 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; coordinate the work of all the officers and committees so that the purpose of the PTO is served.

Section 7.1.b. Vice President(s). The Vice President(s) shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice President shall also oversee the committees of this PTO.

Sec 7.1.c. Secretary. The Secretary shall keep and provide access to all records of the PTO, 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.

Sec 7.1.d. Treasurer. The Treasurer shall have custody of all the funds of the PTO and shall keep a full and accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the board. He or she will present a financial statement at every meeting and upon request any time through the year. S/he shall present the proposed budget for approval at the beginning of each school year. S/he shall prepare and present a full financial report at the last regularly scheduled regular PTO meeting. The annual report, along with any corresponding/backup documentation and/or accounts, shall be audited by the audit committee within 30 days of receipt. The audit committee shall present its assessment/findings and corresponding report to the new incoming board. The Treasurer is also responsible for filing taxes with the state and the IRS.

Article VIII – Member Meetings

Section 8.1. Regular Meetings. Regular meetings shall be held at least four (4) times during the school year but may happen as frequently as monthly, on the same day and at the same time each month, to be determined by the Board. One (1) week notice (7 days) will be given to the members before a meeting date. Meetings may be conducted in person, by conference call, or other electronic media, as needed. Membership verification will be made for all voting methods.

Section 8.1.a. Requests to present agenda items at either a Regular meeting or Board meeting must be made to any Board member at least three (3) days prior to the meeting and include the topic and length of time needed to make the presentation. Items considered greatly important or that warrant immediate attention may be added, disregarding the three (3) day advance notice.

Section 8.1.b. The order of business at Regular Meetings, to assure a prompt and productive meeting, shall be as follows: Call to Order, Welcome, Approval of Previous Meeting's Minutes, Business of the Board, Treasurer's Report, New Business and Adjournment.

Section 8.1.c. The goal of all Regular Meetings will be to limit the length to no longer than 90 minutes.

Section 8.1.d. All Staff members are invited to attend all PTO meetings.

Section 8.2. Special Meetings. Special PTO meetings may be called by either the President, or any two (2) Board members or five (5) PTO members submitting a written request (email/electronic communication acceptable) to the Secretary. Previous notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting by email/electronic communication and/or phone call.

Section 8.3 Cancellation of Meetings. The Board may cancel any annual or special meeting by a minimum of 2/3 vote of the board vote..

Section 8.4. Quorum. Quorum is a simple majority of the members, which shall be defined as - One-half (1/2) the number of Board Members plus one (1). Number and Composition: The Executive Board ("Board") shall consist of a President, two (2) Vice Presidents, Secretary, Treasurer, "School" Principal and three (3) Standing Committee Chair(s) who shall be elected as herein provided. This represents 9 Board members resulting in a quorum of 5 Board members which is needed for all voting matters.

Section 8.5. 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. (i.e. The full annual Financial report presented by the Treasurer - verifying/reporting specific reserves etc.) The last meeting of the regular school year, May, shall be a wrap up meeting, present and approve specific reserve funds for the following school year and start the transition period.

Section 8.6. Notification of Meetings. The Secretary will notify the members of the meetings via email/electronic communication and/or phone call at least seven (7) days prior to the meeting.

Section 8.7 Voting. At all PTO meetings, each member eligible to vote shall have one (1) vote, on any matter(s) submitted to the membership for a vote by the Board; such votes may be in person and/or electronic voting means chosen/communicated by the Board. Unless otherwise specifically provided by law or these Bylaws, a majority vote of those present and voting shall govern. One (1) vote per member household.

At all Board meetings, each board member, as described in Article VI, shall have one (1) vote, on any matter(s) submitted to the Board for a vote. In person, zoom/WebEx and/or phone bridge call meetings will require a quorum, which is determined by roll call and documented by the Secretary.

For Board business matters that happen outside of regular/special Board meetings, any Board member may submit a motion to the board via email and MUST include ALL board members in thread for approval. A minimum of 48 hours should be given and communicated to provide a sufficient amount of time for questions and answers to take place for each respective motion. After the allotted email 'discussion' period has ended a separate email will be directed to the President, the President will review and ask for a second. Once seconded and a minimum of 48 hours has been allotted and communicated for the vote time, each Board member will respond to the same thread with either a "Yea" or "Nay". This email thread will serve as the vote, documented and presented at the next regularly scheduled meeting by the secretary. All email votes are to be ratified in the minutes at the next regularly scheduled meeting. All email votes will need to be unanimous to serve as a passing vote.

Article IX – Executive Board Meetings

Section 9.1. Regular Meetings. The Board meetings shall be held monthly during the school year, the time to be fixed by the board at the first meeting of the year. A treasurer's report must be presented at every board meeting. Board meetings are closed in the interest of time and efficiency. Exceptions may be made to invited guests representing official board business.

Meeting minutes shall be posted to the official PTO website, within 48 hours following the board meeting those minutes were taken. Any member may request meeting notes of board meetings at any time, and

those minutes will be provided within 48 hours of the request.

Section 9.2. Special Meetings. A Special meeting may be called by the President, any two Board members or by a majority of the members of the Board, with twenty-four (24) hour notice by the Secretary to all Board Members through email/electronic communication, and/or phone.

Section 9.3. Responsibilities of the Executive Board.

Section 9.3.a. to transact necessary business in the intervals between Regular PTO meetings

Section 9.3.b. to create, oversee, and facilitate standing committees

Section 9.3.c. to approve the plans of work of the standing committees

Section 9.3.d. to prepare and submit to the PTO for approval a budget for the fiscal year

Section 9.3.e. to select fundraisers, vendors, and events for the year

Section 9.3.f. to approve routine bills within the limits of the budget.

Article X – Standing and Additional Committees

Section 10.1. Membership. Committees may consist of members and board members, with the President acting as an ex officio member of all committees.

Section 10.2. Standing Committees. The Board will include three (3) standing committees: Fundraising, Communications and Audit. All Committee chairs will follow financial procedures as supplied by the Treasurer and keep receipts of purchases, file necessary paperwork with receipts to treasurer for reimbursements, within 30 days and before the end of the fiscal year.

Section 10.2.a. Standing Committee Chair. The Board shall elect, by majority vote (a quorum is needed), a Committee Chair for each Standing Committee at the first regularly scheduled board meeting. A Special Meeting may be called and scheduled pursuant to the bylaws for such purpose, if needed. The Committee chair of each Standing Committee shall recruit members and volunteers for his/her committee with assistance from other members of the Board.

Section 10.2.b. Plan of Work The Chair of each standing committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board.

10.2.c. Terms of Office. Standing Committee Chairs are elected for one (1) term and shall be eligible for re-election to the same Standing Committee Chair but may not serve more than two (2) consecutive terms in the same Standing Committee Chair.

Section 10.3. Additional Committees. The Board may appoint additional committees as it deems necessary to promote the objectives and carry on the work of the PTO. The power to form special committees and appoint their members rests with the Board. All Committee chairs will follow financial procedures as supplied by the Treasurer and keep receipts of purchases, file necessary paperwork with receipts to treasurer for reimbursements, within 30 days and before the end of the fiscal year as needed.

A standalone addendum of each fiscal year's additional committees will be presented/maintained along with the budget. Any additions/changes during the year will be presented at the next regularly scheduled meeting and any corresponding budgetary impact/adjustment, if applicable.

Article XI – Finance

Section 11.1. Fiscal Year. The fiscal year of the PTO shall begin on July 1st and end on the following June 30st.

Section 11.2. Budget. A formal budget shall be drafted/adjusted in the beginning of the school year, presented at a fall PTO meeting and approved by a majority vote. After the approval of the budget, any changes or updates to the budget, which exceed five hundred dollars (\$500.00) per line item, must be approved by the membership, by a majority vote. The outgoing Board is to leave a cash reserve in the sum of five thousand dollars (\$5,000.00) at the end of the fiscal year for the incoming board to utilize for unbudgeted non reserved expenses until a formal budget is approved in the fall.

Section 11.3. Expenditures. No funds shall be dispersed as to bring the overall PTO bank account balance below one thousand dollars (\$1000.00) net of reserves.

Section 11.3.a. The Treasurer shall keep accurate records of any disbursements, income, and bank account information. The Treasurer shall present a monthly Treasurer's report at each regularly scheduled meeting.

Section 11.3.b. The Board shall approve all expenses of the PTO by a majority vote, a quorum is needed.

Section 11.3.c. All reimbursements must be preapproved by the Board. A reimbursement request form must be completed for every reimbursement request. A receipt/invoice must be included. No reimbursement shall be issued without a receipt/invoice and an approved (signed) reimbursement form. Reimbursements must be submitted within 60 days of purchase date, unless pre approved by the Board.

Section 11.3.d. There shall be no commingling of PTO funds with the personal, professional, or business accounts of any individuals, groups, or businesses.

Section 11.3.e. PTO funds shall go directly from the school to the bank for deposit. If the bank is not open, monies will be stored in a lock box/cash box on the school campus.

Section 11.3.f. Any remaining balance of PTO funds above/over the specific reserves as required in Article VIII Section 8.5 and Article XI - Section 11.2, will be allocated, by a majority vote, of the Board at the last regular meeting of the year (May) and prior to the end of the current fiscal year. Upon majority vote, and at the Board discretion, the Board may choose to retain said funds in a prior year category to offset costs for the upcoming year, for recurring/annual costs or for planned large future purchase(s).

Section 11.3.g. No more than 10% of the July 1 bank balance, net reserves, may be spent by the Board (Article VI section 6.7) as start up / beginning of the year costs before a budget is approved by the membership. The only exception to this amount will be mandatory administrative fees such as insurance, finance management software fees, taxes.

Section 11.4. Banking The financial institution of the Summerlake PTO will be a Federal or State Chartered/Insured Bank or Credit Union. Two (2) authorized signatures shall be required on every check. Authorized signers shall be the President, Treasurer, and Principal. The signature on any check cannot be the payee.

Section 11.5. Annual Financial Report. The Treasurer shall prepare a fiscal year end financial statement, to be presented at the last regular meeting of the year (May) and is to be Audited by the Audit Committee.

Section 11.6. Bookkeeping records. The official bookkeeping services of the PTO will be a third-party accounting/financial system, with primary access to the Treasurer, President and Principal of the school.

Section 11.7 Remaining Funds. If the PTO is dissolved, in accordance with the bylaws, any remaining funds, upon dissolution, will be used to pay any outstanding bills/debit/previously approved Board obligations and, any remaining funds may be spent for the benefit of the school with the voting membership's approval.

Article XII – Parliamentary Authority

Section 12.1 Robert's Rules of Order (https://en.wikipedia.org/wiki/Robert%27s_Rules_of_Order) (current edition) shall govern meetings when/if these PTO bylaws are silent and if they are not in conflict with the PTO bylaws or any other special/standing rule(s) applies.

Article XIII – Standing Rules

Section 13.1 Standing rules may be approved by the Board, and the Secretary shall keep and post a record of the standing rules for future reference.

Section 13.2 Each Board member, at the beginning of each term, is to sign and submit to the Secretary the formal "Conflict of Interest Policy" document. The Secretary shall post such records for future reference.

Section 13.3 Each Board member, at the beginning of each term, is to sign and submit an Acknowledgement of reading/understanding/abiding by the current bylaws, all Amendments and/or revised bylaws previously approved and adopted. The Secretary shall post such records for future reference.

Article XIV- Dissolution

Section 14.1 Pursuant to Article VIII, section 8.2 a special meeting may be called for the purpose of dissolution. Pursuant to Article VIII, section 8.4 and 8.7, the board votes to dissolve, then a 2/3 vote by the membership to approve the dissolution. Once the dissolution has been executed, the President will file notice of dissolution paperwork with the state and/or any applicable entities. When that has been approved, the President will forward the approval to the IRS.

Section 14.2 The President shall be responsible for notifying all state and federal agencies of the dissolution.

Section 14.3 The Treasurer shall present an inventory of all remaining assets to the Board. Assets shall be distributed as equitably as possible to teachers and staff members to benefit the students of the school.

Section 14.4 Upon dissolution of this PTO, the remaining funds shall be used to benefit the students and families of the school.

Article XV - Amendments

Section 15.1 These bylaws may be amended at any regularly scheduled meeting or special meeting by a majority vote of the members present and voting. The secretary will provide membership notice of any/all proposed amendment(s) a minimum of 10 days prior to the meeting at which the amendment(s) is(are) voted upon. Notice may be given by either postal mail, email, hard copy, or fax.

Section 15.2 The amendment(s) shall become effective after the date/time it is approved by a two-thirds (2/3) vote of the members present and voting.

Section 15.3 It is a directive of the Audit Committee to periodically review and/or submit any/all revised set(s) of bylaws to the membership for voting, pursuant to Article XV, section 15.1 and 15.2. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Article XVI– Conflict of Interest Policy

Section 16.1. Purpose. The purpose of the Conflict of Interest Policy is to protect this 501c3 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 Florida state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 16.2. Definitions.

16.2.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.

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

16.2.b.i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

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

16.2.b.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 Article XVI, Section 16.3b, 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 16.3 Procedures.

16.3.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.

16.3.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.

16.3.c. Procedures for Addressing the Conflict of Interest.

16.3.c.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.

16.3.c.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.

16.3.c.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.

16.3.c.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, assuming a quorum, 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.

Section 16.4. Violations of the Conflict of Interest Policy.

16.4.a. 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.

16.4.b. 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 16.5. Records of Proceedings. The minutes of the Governing Board and all Committees with board delegated powers shall contain:

16.5.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.

16.5.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 16.6. Compensation.

16.6.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.

16.6.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.

16.6.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 16.7. 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; and
- 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 as defined in Article III – Purpose.

Section 16.8. 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:

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

16.8.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 16.9. Use of Outside Experts. When conducting the periodic reviews as provided for in Article XVI, Section 16.8, 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.

Article XVII. Insurance

Section 17.1 General Liability Insurance. The Organization shall maintain a general liability insurance policy with a minimum coverage of the greater than one million dollars (\$1,000,000.00) per occurrence and two million dollars (\$2,000,000.00) annual aggregate or the minimum coverage amounts required by Orange County Public School District.

Section 17.2 Directors and Officers Insurance. The PTO shall provide Directors & Officers Insurance (D&O).

Article XVIII. Policies and Procedures

Section 18.1 Policies and Procedures. The Policies and procedures will ensure that the bylaws are adhered to by the Board. An accurate and up to date file of all Policies and Procedures will be maintained by the Board.

I certify that these bylaws were revised and adopted on the 25 day of August, 2022.

Katie Marquiss

Secretary, Summerlake Elementary School PTO