



McAlpine Elementary School Parent Teacher Organization

Bylaws

Adopted October 4, 2018
Amended January 6, 2020
Last Amended February 3, 2020

ARTICLE I: NAME, DESCRIPTION, & PURPOSE

Section 1: NAME

The name of this organization shall be McAlpine Elementary School Parent Teacher Organization, hereinafter referred to as MESPTO, or “the PTO.” The PTO is located at 9100 Carswell Lane, Charlotte, NC 28277.

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 MESPTO is organized for the purpose of supporting the education of all children at McAlpine Elementary School by providing resources and opportunities that enrich learning, cultivating a positive workplace for all employees, and building a strong sense of community by fostering relationships among the school, parents, teachers, and administration.

ARTICLE II: MEMBERSHIP AND DUES

Section 1: ELIGIBILITY

All parents, guardians, and McAlpine Elementary staff members are eligible to become members of this organization. Members may enroll by written notice to the MESPTO Executive Board, including such person's name, mailing address, email address, and phone number, or may subscribe such information to an enrollment form or list circulated by the PTO. Membership of the MESPTO shall be available without regard to race, color, creed, or national origin.

Section 2: ENROLLMENT

The organization shall conduct an annual enrollment of members. Additional members may be admitted at any time during the year. Members may cancel membership at any time with written notice delivered to an Executive Board Member. Membership is non-transferrable.

Section 3: DUES

Annual membership dues for families to join the MESPTO shall be ten (10) dollars. Family membership designates up to three adults as general body members. Annual membership dues for McAlpine Elementary staff to join the PTO shall be five (5) dollars.

Section 4: FORM

Any interested party will be required to complete and sign a membership form agreeing to comply with the Purpose (Article I, Section 3) and basic policies of the organization as outlined in these bylaws. Members who have paid the membership fee, provided full name and physical address to the Secretary, and are abiding by the Purpose (Article I, Section 3) and basic policies shall be considered in good standing. Members in good standing of the organization shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE III: EXECUTIVE BOARD

Section 1: COLLECTIVE DUTIES

The duties of the Executive Board shall be to further the organization's mission, including, but not limited to:

- a. transacting business in the interval between general membership meetings and such other business as may be referred to it by members of the PTO;
- b. creating standing rules and policies;
- c. creating standing and temporary committees;
- d. approving the plans of work of the standing committees;
- e. presenting reports and recommendations at the general membership meetings;
- f. preparing and submitting a budget to the organization for annual approval;
- g. planning and approving reasonable budget re-appropriations as necessary during the normal course of business;
- h. adopting and signing the Code of Ethics annually (**Appendix A**) and Conflict of Interests Policy (**Appendix B**) annually; and
- i. selecting an auditing committee to audit the Treasurer's accounts.

Section 2: MEMBERSHIP AND ELECTIONS

The Executive Board shall consist of the elected officers, all of whom must be members of the organization.

- a. Elections of Executive Board Officers shall be held at the final General Membership meeting of the year prior to the nominated term.
- b. The Nominating Committee chair shall accept nominations, including self-nominations, from any member in good standing for a period of 30 days prior to the General Body meeting at which Executive Board Officers are voted upon. The nomination period will close 24 hours prior to the General Body meeting; nominations will not be accepted from the floor.
- c. At the General Body meeting, the chair of the Nominating Committee shall present all nominated candidates and preside over a public vote. A voice vote of approval shall be sufficient for any positions with only one candidate.
- d. Contested elections shall be determined by a majority vote of the current Executive Board.
- e. All Executive Board officers are elected to a one-year term and may serve no more than two consecutive terms in the same office, except in the case that there is no other qualified interested party willing to serve in the respective office.
- f. Each Executive Board officer shall be elected to only one office at a time.

- g. Each officer shall assume his/her official duties on July 1 and shall serve for a term of one year or until his/her successor is elected.

Section 3: MEETINGS AND VOTING

- a. The Executive Board shall meet monthly, at a regular time and place to be determined by the members of the Executive Board.
- b. Special meetings may be called by the President or any two Executive Board members with 24 hours' notice given to the Executive Board. Notice of special meetings may be given by phone, email, or in person.
- c. Between meetings the Executive Board may take action on any issue via emailed consent of a majority of Executive Board voting members, results of such business must be documented by the Secretary and filed with the other business of the Executive Board and reviewed at the next scheduled meeting.
- d. For voting consideration, half the number of currently active board members plus one shall constitute quorum. Board members will be considered present by any means including telecommunication.
- e. Non-officer members in good standing may attend any executive board meeting with 10 days written notice to the Secretary. Non-officers may only be recognized by the presiding officer with 10 days written notice to the Secretary of a request to be itemized on the agenda.

Section 4: OFFICERS

The following offices shall typically constitute the Executive Board of MESPTO: President, Vice President of Communications, Vice President of Fundraising, Vice President of Volunteers, Vice President of Programs, Vice President of Special Events, Vice President of Building and Grounds, Treasurer, Assistant Treasurer (as needed), Secretary, and no more than three (3) At Large positions. The minimum offices shall constitute the Executive Board of the MESPTO: President, Secretary, and Treasurer. The specific duties of these offices are maintained by the Secretary.

Section 5: VACANCIES

In the event of an office vacancy, the President shall nominate, and the Executive Board shall approve a PTO member to fill any empty position. The appointee shall remain in place for the remainder of the officer's term. Any officer may fulfill the duties of a vacant officer position in an acting capacity until the vacancy is filled.

Section 6: REMOVAL

Executive Board Officers can be removed from office for failure to fulfill his/her duties, as confirmed by a two-thirds majority vote at a meeting of the Executive Board. Reasonable notice of the meeting and its purpose must be given.

ARTICLE IV: COMMITTEE CHAIRS, CO-CHAIRS, AND SUBCOMMITTEES

Section 1: MEMBERSHIP AND APPOINTMENT

Only members of the MESPTO shall be eligible to serve in these appointed positions. The President shall appoint a Chair or Co-Chairs for each Standing Committee. Larger Committees may also have Coordinators appointed to head necessary subcommittees. Presidential appointments can be vacated by a majority vote of the Executive Board provided a replacement appointee is confirmed by majority vote at the same time.

Section 2: STANDING COMMITTEES

The Standing Committees of the MESPTO shall be:

A. Nominating Committee

- i. The Nominating Committee shall include at least one member.
- ii. The specific duties of this committee and the Executive Board member to which it reports are maintained by the Secretary.

B. Audit Committee

- i. The Audit Committee shall consist of no fewer than three members, none of which may be authorized signers for the organization checking account.
- ii. The Audit Committee shall review and document approval of the Treasurer's last financial report of the fiscal year.
- iii. The Audit Committee shall complete the audit in a timely manner, no later than October 1 following the end of the fiscal year.
- iv. The Audit Committee may utilize professional non-members in support of these duties.
- v. Remaining specific duties of this committee and the Executive Board member to which it reports are maintained by the Secretary.

Section 3: SPECIAL COMMITTEES

The Special Committees of the MESPTO may be comprised of the following areas: Fifth Grade Steering, McAlpine Minute, Parent Packs, School Sign, Yearbook, Book Fair, Eagles Night Out, Easy Money, Everyone Counts Campaign, McAlpine Mile Fun Run, Spirit Nights, Spirit Wear, Kindergarten Activity, Media Center, Room Parents, Volunteer Registrar, Welcome Wagon, Character Education, Fall Family Fun Night, Hospitality/Staff Appreciation, Pizza and Picasso Night, and Someone Special Dance. The specific duties of these offices and the Executive Board member to which they report are maintained by the Secretary.

Section 4: DEVELOPMENT OF COMMITTEES

The Executive Board may create, terminate, or reorganize such Standing Committees as it deems necessary to promote the purposes of and carry on the work of the organization.

Section 5: APPROVAL OF WORK

No committee work shall be undertaken without consent of the Executive Board. Any contractual obligations entered into by a Committee Chair are deemed null and void unless approved by the Executive Board prior to agreement.

ARTICLE V: GENERAL MEMBERSHIP MEETINGS

Section 1: MEETINGS

The general membership shall meet on the following basis:

- A. Regular general membership meetings shall be scheduled by the Executive Board and held three (3) times per fiscal year. These three meetings shall be scheduled throughout the school year including an Opening Meeting in the Fall, a Mid-Year Meeting after the new calendar year, and an End of Year Meeting in the Spring.
 - i. The annual Opening Meeting shall include a presentation of the budget and overview of the upcoming year.
 - ii. The annual Mid-Year Meeting shall include a presentation of any adjustments to the current budget by the Executive Board.
 - iii. The annual End of Year Meeting shall include elections for the Executive Board officers to serve the following school year. The End of Year meeting shall also include a vote to approve the budget for the following school year as prepared and presented by the current Executive Board.

Section 2: SPECIAL MEETINGS

Special meetings may be called by the President, any two members of the Executive Board, or any five general members in good standing who have submitted a written request to the Secretary. Notice of such meeting shall be given to the membership according to the standards detailed in Article V, Section 3 of these bylaws.

Section 3: NOTICE OF MEETINGS

Notice of regular and special meetings shall be given to the membership at least ten (10) calendar days prior to the meeting by a means that provides contact to all members.

- a. Notice for parents may include, but is not limited to, notice sent home with or mailed to the home of students, phone calls and/or emails to parents.
- b. Notice for teachers and administration may include, but is not limited to, written notice in their school mailbox, phone calls/texts, and/or emails.
- c. Notice for all others may include, but is not limited to, notice by mail (in-house or postal service), phone, or emails.

Section 4: QUORUM

Twenty (20) members in good standing shall constitute a quorum for the transaction of business in any general meeting with approval requiring a voting majority of half the members present plus one. Members may not be counted present or vote on any matter by proxy.

ARTICLE VI: FINANCIAL POLICIES

Section 1: FISCAL YEAR

The fiscal year shall run from July 1 to June 30 of the applicable school year.

Section 2: BANKING

- A. Bank Accounts:** All funds shall be kept in a checking and/or savings account in the name of McAlpine Elementary Parent Teacher Organization, held at a local financial institution. A minimum of three (3) signatures shall remain on file with the financial institution. Authorized signers shall be, at a minimum, the President, Treasurer, and one additional Vice President or Assistant/Co-Treasurer.
- B. Debit/Credit Cards:** No more than two debit and/or credit cards may be authorized at any time. Any debit and/or credit card shall be authorized only for the President or Treasurer.
- C. Purchases:** Any purchase of \$1,000 or more shall require two (2) authorized signatures. Any purchase less than \$1,000 shall require only one (1) authorized signature. Any signatory deviance necessary in the normal course of business shall be pre-approved by at least two members of the Executive Board. Expenses may also be paid by check following the same signatory requirements listed above.

Section 3: ACCOUNTABILITY

All funds shall be appropriated in the course of fulfilling the stated organizational purposes. All Executive Board members must sign the Conflict of Interests Policy (**Appendix B**) annually. All purchase records, financial documents, banking documents, and filed internal MESPTO forms shall be made available to any general member in good standing with five days written notice to the Treasurer.

Section 4: REPORTING

All financial activity shall be recorded in a computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The MESPTO shall arrange for an independent review of its financial records each year. The Treasurer's accounts shall be examined after the close of each fiscal year on June 30 by the auditing committee. When satisfied that the Treasurer's annual report is correct, all members of the Audit Committee shall sign a statement of that fact at the end of the report.

Section 5: BUDGET

The budget for this organization shall be prepared as follows:

- a. The budget for an upcoming fiscal year shall be drafted by the Executive Board prior to the last general membership meeting of the current fiscal year and presented for approval.
- b. The finalized budget for an upcoming fiscal year shall be presented to the general membership for an approval vote at the last meeting of the current fiscal year.

Section 6: ENDING BALANCE

The organization must have a minimum of \$5,000 in the treasury at the end of each fiscal year.

Section 7: CONTRACTS

Authority to sign contracts is limited to the President or the President's designee.

Section 8: INSURANCE

The organization shall, at all times, maintain liability insurance. A fidelity bonding company that is approved by the Executive Board shall bond the President, Treasurer, and other officers dealing with funds belonging to the MESPTO.

ARTICLE VII: PARLIAMENTARY AUTHORITY

"Robert's Rules of Order, Newly Revised" shall govern all meetings when not in conflict with MESPTO bylaws.

ARTICLE VIII: STANDING RULES

Standing Rules may be adopted by the Executive Board. The Secretary shall keep a record of the standing rules for future reference.

ARTICLE IX: CONFLICT OF INTEREST

Each member of the Executive Board must sign a Conflict of Interest Policy annually. 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. See **Appendix B** for Conflict of Interest Purpose, Definitions, Procedures, Records of Proceedings, Compensation, and Annual Statements.

ARTICLE X: DISSOLUTION

The organization may be dissolved with previous notice, not less than 30 days, and a by a two-thirds majority vote of those members in good standing present at a general body meeting. In the event of such dissolution of the MESPTO, any remaining funds at the time of the vote shall be donated to another 501(c)3 organization with a shared or similar purpose after all outstanding financial responsibilities are met.

ARTICLE XI: AMENDMENTS

These bylaws may be amended at any regular or special meeting of the Executive Board, providing that notice of such meeting is given according to the standards set forth in Article III, Section 3. Amendments must be approved by a two-thirds vote of those present, assuming a quorum.

These bylaws were voted on and adopted by the general membership of the McAlpine Elementary School Parent Teacher Organization at a meeting on October 4, 2018.

APPENDIX A: CODE OF ETHICS STATEMENT

As a member of the Executive Board of the McAlpine Elementary PTO, I agree to the following Code of Ethics:

As a PTO volunteer, I realize that I am subject to a code of ethics similar to that which binds the professional in the field in which I work. Like them, I assume certain responsibilities and expect to account for what I do in terms of what I am expected to do:

1. I will keep confidential matters confidential.
2. I interpret "volunteer" to mean that I have agreed to work without compensation in money, but having been accepted as a worker, I expect to do my work according to standards, as the paid staff expect to do their work.
3. I promise to take to my work an attitude of open-mindedness; to be willing to be trained for it; to bring to it interest and attention.
4. I realize that I may have assets that my co-workers may not have and that I shall use these to enrich the project at which we are working together.
5. I realize also that I may lack assets that my co-workers have, but I will not let this make me feel inadequate but endeavor to assist in developing teamwork.
6. I plan to find out how I can best serve the activity for which I have volunteered, and to offer as much as I am sure I can give but no more.
7. I realize that I must live up to my promise and therefore, will be careful that my agreement is so simple and clear that it cannot be misunderstood.
8. I believe that my attitude toward volunteer work should be professional. I believe that I have an obligation to my work, to those who direct it, to my colleagues, to those for whom it is done, and to the public.

Signature

Office

Date

APPENDIX B: 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 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. 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 reasonable 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 the member's response and after 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 the 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 that 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.

Signature

Office

Date