

**Larson Middle School PTO Bylaws**  
(As Amended March 20, 2017)

**Article I. Name**

The name of this organization is Larson Middle School PTO hereinafter identified as 'Larson PTO'.

**Article II. Organization**

The Larson PTO is an incorporated association of its members, organized and controlled by the procedures and rules contained in these bylaws.

**Article III. Purpose**

Section 1. The purpose and goals of the Larson PTO are to establish, develop and nurture among educators and the general public united efforts as will secure for every child the highest advantage in mental, physical and social education.

Section 2. The Larson PTO supports and adopts the Statement of Mission drawn up by the faculty and staff of Boyd R. Larson Middle School, which may be revised at any time.

**Article IV. Membership and Dues**

Section 1. Any parent or legal guardian of current students or incoming 6, 7 or 8th grade students, any member of the faculty or staff of Larson Middle School who subscribes to the purpose, goals, policies and bylaws of the Larson PTO is considered to be a member. Membership is available without regard for race, gender, creed, disability, or national origin.

Section 2. Any member of the Larson PTO is eligible to hold an elected or appointed office or position.

**Article V. Meetings**

Section 1. General Membership Meetings.

- A. There will be a general membership meeting approximately every other month, beginning with September, ending in May. At the discretion of the PTO President, meetings may be canceled and not rescheduled for due cause (i.e., schedule conflicts with other school events, room availability problems, weather-related issues, building emergencies, etc.) Every attempt will be made to hold six meetings each school year.
- B. Special general membership meetings may be called at any time by a majority of the Board of Directors.
- C. All members of the Larson PTO are eligible to attend and vote at any general membership meetings.

## Section 2. Board of Directors Meetings.

- A. The President or Co-Presidents of the Larson PTO may call meetings of the Board of Directors at any time.
- B. A majority of the members of the Board of Directors may call an official meeting of the Board of Directors.
- C. Members of the Larson PTO are invited and encouraged to attend meetings of the Board of Directors, and express their thoughts and opinions on subjects of interest to them.
- D. Only members of the Board of Directors may vote at Board of Directors meetings.

## **Article VI. Quorums, Notice, Approval Majorities, Voting**

### Section 1. General Membership Meetings.

- A. Official business of the Larson PTO may be conducted when there are at least a 2/3 majority of Board of Directors present at any duly called general membership meeting.
- B. Notice of a general membership meeting will be given at least three weeks in advance, using a method of distribution intended to reach the full membership.
- C. Voting on regular propositions or elections, approval is defined as 'more than half of the members present'.
- D. Voting on amendments or revisions to these bylaws, approval is defined as 'at least two-thirds of the members present'.
- E. Voting may be conducted by voice, at the discretion of the officer presiding at the meeting. Any member present may require that a vote be conducted by a formal show of hands or written ballot.

### Section 2. Board of Directors Meetings.

- A. Official business of the Larson PTO may be conducted when there are at least half the members of the Board of Directors present at any duly called meeting.
- B. Notice of a meeting of the Board of Directors will be given at least one week in advance, using a method of distribution intended to reach the full membership.
- C. Voting on regular propositions or elections, approval is defined as 'more than half of the members present'.
- D. Voting on amendments or revisions to these bylaws, approval is defined as 'at least two-thirds of the members present'.
- E. Voting may be conducted by voice, at the discretion of the officer presiding at the meeting. Any member present may require that a vote be conducted by a formal show of hands or written ballot.

## **Article VII. Board of Directors & Committee Chairperson Definition and Duties**

Section 1. The Board of Directors is comprised of officers, as defined in Article VII, Section 5 sub-section F, i through v, and the Principal or Assistant Principal and Faculty Representative(s).

Section 2. Only persons who are, or will continue to be members of the Larson PTO, as defined in Article IV, Section 1, may stand for election or appointment to an office or committee.

Section 3. The term of office for officers and committee chairpersons is one fiscal school year as defined in Article X.

Section 4. Members of the Larson PTO may be re-elected or re-appointed to any office or committee chair position.

Section 5. Nominations, Officer, and Duties

A. A nomination ballot will be drafted and distributed using a method of distribution intended to reach the full membership. This ballot will nominate officers and chairpersons for the standing committees for the ensuing fiscal school year of the Larson PTO, and will clearly state that all positions are open to nomination. This ballot will include:

1. all board and standing committee positions.
2. the names of all those currently serving in those positions.
3. the names of all those currently nominated for those positions for the ensuing fiscal school year.

B. The nominating ballot will be distributed to those elementary schools whose current 5th grade students will be attending Larson in the ensuing year for distribution to their respective PTOs and 5th grade parents.

C. The officers and chairpersons of standing committees of the Larson PTO will be elected at a general membership meeting in May for the ensuing fiscal school year.

D. Other than members proposed by the ballot nominating process, other persons may be nominated from the floor of the regular May general membership meeting.

E. Consent to both stand for election and to serve will be obtained from each person prior to nomination by the current Vice President.

F. The officers of the Larson PTO and their duties are as follows:

1. President or Co-Presidents. The President or Co-Presidents will prepare agenda and preside at all general membership meetings and all meetings of the Board of Directors of the Larson PTO; will coordinate the work of the officers and committees of the Larson PTO, serve as an ex-officio member of each standing and special project committee; will be listed on PTO bank account for purpose of conducting transactions in Treasurer's absence; and will perform other duties as may be prescribed in these bylaws, assigned by the Board of Directors or during a general membership meeting.

2. Vice President. The Vice President will preside at all meetings in the absence of the President or Co-Presidents and will perform the duty of providing a slate of officers and chairpersons for the standing committees which will be presented before a general membership meeting in May, and will make the nomination form available to feeder elementary schools. The Vice President will perform other duties as may be prescribed in these bylaws, assigned by the Board of Directors or during a general membership meeting. The Vice President will distribute copies of the bylaws to all Board Members prior to the school year beginning. The Vice President will also ensure each Board Member has a signed copy of the Annual Statement of Board of Directors to keep on file each school year.

3. Secretary. The Secretary will take minutes of all general membership and Board of Directors meetings, present the minutes at subsequent meetings for approval; have custody of the official book of minutes of the Larson PTO which contain approved minutes of both general membership and Board of Directors meetings; will, within a

reasonable period of time, provide any member of the Larson PTO copies of minutes from any previous meeting, will perform other duties as may be prescribed in these bylaws, assigned by the Board of Directors or during a general membership meeting. and be responsible for correspondence as necessary.

4. Treasurer. The Treasurer will have custody of all assets of the Larson PTO; maintain the assets in accounts with financial institutions approved by the Board of Directors; keep full, accurate records of all transactions via computer-based accounting system; make disbursements in accordance with approved directions of the Board of Directors; reconcile the accounts and report all financial activity at each regular general membership meeting and regular Board of Director meetings; receive from committees of the Larson PTO all records and proceeds from fund-raising activities; submit to the Financial Review Committee as defined in Art. VII, section 6, subsection xiii. all records and books of the Larson PTO after closing the books at the end of the fiscal year and ensure that the annual financial review results are presented at a general membership meeting in the Fall; shall maintain the financial records of the organization in accordance with all non-profit corporation laws of the state of Michigan and the Internal Revenue Service. The treasurer is responsible to file all required Michigan Annual Reports, federal income tax returns and any other documentation in a timely fashion; and perform duties as may be prescribed in these bylaws, assigned by the Board of Directors or during a general membership meeting.

#### Section 6. Standing Committees and Chairpersons.

- A. The committees listed in Article VII, Section 6, sub-section e, shall be considered permanent committees of the Larson PTO and will continue as part of these bylaws.
- B. The chairperson(s) of each committee will be elected at a general membership meeting in May, for the ensuing fiscal school year.
- C. Each chairperson may recruit as many members of the Larson PTO to serve on said committees as necessary and convenient to conduct its duties.
- D. All Committees and Chairpersons will keep accurate financial records and turn in proceeds to the treasurer.
- E. The standing committees of the Larson PTO, and duties of each, are as follows:
  - 1. Ways and Means. This committee will recommend and staff fundraising activities and solicit contributions to the Larson PTO, as appropriate.
  - 2. Appreciation Committee. This committee will plan and implement activities for Teacher Appreciation Week, Principal Appreciation Week and Secretary Appreciation Week.
  - 3. 8th Grade Party. This committee will coordinate the 8th Grade Party and perform duties as may be prescribed in these bylaws, assigned by the Board of Directors or during a general membership meeting. Remaining funds left over from 8th grade party will be used for facility improvement in the name of the class.
  - 4. Student Activities Chair. This committee will coordinate volunteers for student activities, specifically activities at student dances. Other than the 8th grade dance and perform duties as may be prescribed in these bylaws, assigned by the Board of Directors or during a general membership meeting.
  - 5. Public Relations. This committee will be responsible for keeping the PTO website up to date and current. The Larson Middle School Principal must approve all information before being placed onto the website.
  - 6. Awards and Recognitions. This committee will assist with the planning and conduct of awards events, ceremonies, or other forms of citation.

7. Faculty Representative(s). This position will have at least one representative from the Larson Middle School Staff to act as liaison between the Larson PTO and the balance of the faculty. Each representative is to be a co-chairperson, with full membership on the Board of Directors of Larson PTO.

8. Financial Review Committee. This committee will be compromised of two to three (2-3) members of the PTO, of which one must be a board member who does not have signatory authority of the PTO bank account, and shall be chosen by a vote of the membership at the general meeting in September, unless not already assigned. This committee shall review the records of the organization at the end of each fiscal year and will report its findings at the first general meeting of the school year.

Section 7. Special Project Committees. On an as-needed basis, the President may create ad-hoc committees to carry out specialized duties which are not currently assigned to one of the standing committees listed above and may appoint chairpersons to head them.

A. The creation of Special Projects committees and the appointment of chairpersons will have the approval of a majority of the Board of Directors.

B. Each chairperson may recruit as many members of the Larson PTO to serve on the committee as necessary and convenient to conduct its duties.

C. Special Project Committees cannot carry into a subsequent fiscal school year but must be reappointed, if necessary, to continue duties.

Section 8. In the event of a vacancy in any of the officer or chair positions of the Larson PTO, the remaining Board of Directors may vote to fill the vacancy from among the membership of the Larson PTO.

Section 9. Any replacement officer or chairperson selected as provided above will serve for the remainder of the current fiscal school year.

## **Article VIII. General Policies and Procedures**

Section 1. The Larson PTO is noncommercial, nonsectarian and nonpartisan.

Section 2. No person or organization may use the name of the Larson PTO or the name of any of the officers or committee chairpersons for any purpose without the expressed approval of the Board of Directors.

Section 3. The Larson PTO will cooperate with other organizations and agencies concerned with the well-being of the students of Larson Middle School. Persons representing the Larson PTO will not make any commitments or representations that bind the Larson PTO in any way without the approval and authorization by the Board of Directors.

Section 4. The government and direction of the Larson PTO, the control of its properties and records are vested in the Board of Directors.

Section 5. In the event that the Larson PTO is dissolved, the assets of the Larson PTO will revert to the general operating fund of the Boyd R. Larson Middle School without restriction.

## **Article IX. Financial Policies and Procedures**

Section 1. All accounts necessary for the transaction of the financial business of the Larson PTO will be opened and maintained at recognized financial institutions using the full name of the organization. The placements of such accounts are to be approved by the Board of Directors. The cancellation of any accounts must have approval and authorization of the Board of Directors.

Section 2. All accounts are required to have two signatures of members of the Board of Directors for any withdrawal transaction of more than \$1000. More than two members of the Board of Directors may be designated to authorize withdrawal transactions. All transactions or reimbursements must have documentation on any monies distributed.

### Section 3. Annual Financial Review

A. An annual financial review will be conducted after the fiscal year ends, but before the first general membership PTO meeting in September, or, upon a change of Treasurer, prior to the transition to a new Treasurer.

B. The results of the annual financial review will be presented at a general membership meeting in the fall.

C. A tentative budget for the organization shall be drafted by the treasurer in conjunction with the board of directors. The budget shall be approved by majority vote at the first general meeting of each school year.

D. The Board of Directors, at their discretion, may designate an outside authority to conduct an audit of the financial records with the provision that a written and signed report is specified and required.

### Section 4. Conflict of Interest. All directors and principal officers will abide with the Larson PTO Conflict of Interest Statement and agree to annually sign the "Larson PTO Annual Statement of Board of Directors"

A. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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.

#### B. Definitions.

1. 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.

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. 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.

C. Procedures.

1. 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 considering the proposed transaction or arrangement.

2. 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 if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. 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.

b. 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.

c. 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.

d. 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.

4. Violations of the Conflict of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict 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.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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.

2. 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.

E. Compensation.

1. 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.

2. 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.

3. 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.

F. Annual Statements. Each director or principal officer shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,

2. Has read and understands the policy,

3. Has agreed to comply with the policy, and

4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews. To ensure 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:

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

2. 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 in an excess benefit transaction.

H. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 5. IRS Non-Profit Status

The Larson PTO operates under IRS code section 501c(3) and being duly registered as a non-profit corporation with the state of Michigan, the organization shall operate within the confines of the laws of the state of Michigan and the Internal Revenue Service so as not to jeopardize this status. All required Michigan Annual Reports, federal income tax returns and any other required documentation shall be filed on time.

**Article X. Fiscal School Year**

The fiscal school year of the Larson PTO begins on July 1, ending on the following June 30.



### **Article XI. Amendments**

These bylaws may be amended or revised at any duly called meeting of the general membership or Board of Directors by a two-thirds vote of those present.

### **Article XII. Parliamentary Authority**

Robert's Rules of Order, Revised, will govern the organization in all cases which they are applicable and in which they are not in conflict with these bylaws.

### **Article XIII. Dissolution**

The Larson PTO may be dissolved upon a 2/3 vote of the Board of Directors or a majority vote of the General Membership. If the Board of Directors has not met for more than 1 year, the Larson Middle School Principal may dissolve the Larson PTO at his/her discretion. Upon dissolution of the Larson PTO, all remaining assets will be distributed to Larson Middle School for exempt purposes within the meaning of section of 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.