

BYLAWS
Imagine Andrews Parent Teacher Organization (IAPTO)
2011–2012

Article - Name

The name of the organization shall be called the Imagine Andrews Parent Teacher Organization, also known as IAPTO.

Article II – Purpose

This private organization is organized for the purpose of supporting the education of children at Imagine Andrews Public Charter School by fostering relationships with the school, with parents, teachers and the community of Imagine Andrews Public Charter School.

- a) To advocate for a world-class education for children at home, in school and in their community.
- b) To provide a platform for open discussion and facilitate open communication between parents, administrators, educators and the community.
- c) To constructively engage and coordinate with Imagine Andrews Public Charter School and its Parent Satisfaction Task Force representative to ensure operating efficiencies exist between the PTO board, school staff, parents, students and other organizations.
- d) To promote full membership in the IAPTO of students, parents, principal and teachers in the Imagine Andrews School community.
- e) To promote volunteer programs and resources for Imagine Andrews Public Charter School.
- f) To sponsor activities, programs and events for the benefit of Imagine Andrews Public Charter School students, parents, Joint Base Andrews and Imagine Schools at large.
- g) To raise funds as required to provide for all of the above objectives.

Article III - Policies

- a) The organization is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code (hereinafter “Internal Revenue Code”).
- b) The organization shall be noncommercial, nonsectarian and nonpartisan.
- c) The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote commercial concern or in connection with any partisan

interest or for any purpose not appropriately related to promotion of the objectives of the organization.

d.) The organization shall not, directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to any candidate for public office or devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.

e) The organization shall work with the schools to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.

f) No part of gross or net earnings of the organization shall inure to the benefit of or be distributed to IAPTO Executive Board members, members, directors, trustees, officers, or other private individuals except that the organization shall be authorized to pay reasonable compensation for services rendered by contracted vendors to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

g) Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of this PTO, the remaining assets shall be distributed to Imagine Andrews Public Charter School (IAPCS). If IAPCS ceases to exist, remaining PTO assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

Article IV – Officially Recognized Private Organization on Air Force Installation

a) Per Air Force Instruction (AFI) 34-223, Section 10.1, “This is a private organization (PO). It is not part of the Department of Defense or any of its components and it has no governmental status.”

b) Per AFI 34-223, paragraph 10.11, All PO members must be aware that they are jointly and severally liable for the obligations of the PO.

Article V - Membership

a) Any parent, guardian, or other adult standing in “loco parentis” or a direct relative of a student enrolled and attending Imagine Andrews Public Charter School may be a member and shall have voting rights. The principal, teachers, and staff employed at Imagine Andrews School may be a member and have voting rights.

b) Dues will be established by the executive board. A member in good standing can vote as soon as dues are paid.

- c) Any member shall have the privilege of making motions and serving on committees.
- d) A member shall be anyone who pays the \$15.00 annual family dues or \$10.00 individual annual dues.
- e) The membership year will run from August 1, through June 30th of the following year.

Article VI - Officers and Elections

Section 1. Officers. The officers shall be a President, Vice President(s), Secretary and a Treasurer.

a. President. The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. 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 (1st Chair) shall maintain a list of donors, donations and volunteers. The Vice President (2nd Chair) shall maintain a list of the membership and voting members (paid/unpaid) of the IAPTO.

c. Secretary. The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minute's book, bylaws, rules, membership list, and any other necessary supplies and brings them to meetings. Copies of the current school year minutes will be available at each meeting. The secretary must have a current copy of the bylaws at each meeting. He or she shall conduct all correspondence as requested by the President.

d. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the bylaws and approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and shall make a full report at the end of the current school year.

e. All officers shall perform the duties outlined above as well as any other duties prescribed in these bylaws, and such other duties as may be delegated to him/her.

f. Officers shall be elected at the May meeting of the organization, by the members present, using the ballot system.

g. All officers shall deliver to their successor's official materials at the close of their service of office.

h. Outgoing officers will end their duties and new officers shall assume their duties at the close of the summer meeting. Date of meeting is August 1st, or on the first business day of the month.

i. Outgoing Officers of this organization shall be elected in the following manner: Notification of all available offices will be sent to the entire school body in April, the week after Spring Break through the Monday folders.

i. Nominations for the Board will be taken at the April general meeting. People nominated must have a child or be a guardian of a child attending Imagine Andrews Public Charter School.

ii. Executive PTO Board elections shall be held at the May PTO general meeting.

iii. All votes shall be on written ballot.

iv. One past President or a past board member, along with two other members, not in the election, shall be in charge of counting votes.

v. The PTO shall send out a nomination form/letter to all parents whose children attend Imagine Andrews School to give them the opportunity to nominate someone or themselves for a PTO office. The form/letter will have the PTO election day listed for them to attend the election meeting.

vi. General membership will be notified of vacancies and they will contact the Board if they wish to fill the position to be voted on at the next general board meeting.

vii. Removal from office may occur by a majority vote of the Board for missing more than two consecutive Executive Board meetings, failure to perform assigned duties, corruption, or any act that brings dishonor to the organization or negates the objectives of the organization. Removal shall take place after the board has met in an effort to discuss the problem and all attempts have been made to resolve the problem. Removal shall be done by a majority vote of the board. No board member has the right to change any decision that the board members make. If a board member intentionally does not follow thru with the decision of the board, it will result in removal from the board.

Section 2. Nominations and Elections. Elections will be held in May of each school year. Nominating committee members must be PTO members and shall consist of three to five members. The committee will promote the upcoming election, explain the requirements for the elected positions, reach out to potential candidates, accept nominations, and manage the actual election process., they must be unbiased throughout its work. They present at a meeting held one month prior to the election.

At that meeting, nominations may also be made from the floor. Voting shall be by ballot vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents the slate.

Section 4. Terms of Office. Officers shall serve a term of one (1) year and/or until their successors are elected and may not serve more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time. A person shall not be eligible to serve more than two (2) consecutive terms in the same office, unless there are no other candidates for that position.

Section 5. Vacancies. If there is a vacancy in the office of the 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, the current or acting president will make announcement regarding the vacancy and members will have a chance to fill the vacancy through an election at the next regular meeting. An email will be sent to the full body and an election will take place at the next PTO general meeting.

Article VII – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be on the third Thursday of each month during the school year at 6 p.m., or at a time and place determined by the executive board at least two weeks before the meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The secretary will notify the members of the meetings in a flyer sent home with the students at least one week prior to the meeting.

- a) Date and time may be changed by the IAPTO board with proper notice given to members, not to be less than three days prior to the new date and/or time.
- b)
- c) There will be one summer meeting, date and time to be determined by the board and membership during the May general meeting.

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 general meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and phone calls.

Section 3. Quorum. The Quorum shall be three board members and two members present at any meeting shall constitute a quorum for the transaction of business of the organization.

Article VIII – Executive Board

Section 1. Membership. The Executive Board shall consist of the 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, on the same day and at the same time each month, to be determined by the board and availability of adequate meeting facilities. Special meetings may be called by any two board members, with 24 hours notice.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VIII – 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 shall be recommended committees: Membership, Fundraising, Sponsorship, Finance, Events, Communications, Nominating, Audit, Social Media, Bulletin Board, and Clerical.

Section 3. Additional Committees. The board may appoint additional committees as needed.

Article X – Finances/Budget

Section 1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the PTO board and members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income, bank account, and official financial documents from the Internal Revenue Service and other agency information.

Section 3. The board shall approve all expenses of the organization through a majority vote. In the event of questionable expenses, the Board President will table the issue and call a special meeting to review and constructively resolve the expenses in question.

Section 4. Authorized signatures on PTO checks shall include the Treasurer and Vice President (1st Chair). Signers shall be the vice president (1st chair) and treasurer. The signature on any check cannot be the payee, in the case of the treasurer needing reimbursement; the check must be signed by the vice president (1st chair).

Section 5. To be reimbursed from the PTO a reimbursement form along with the receipt or invoice must be stapled to the reimbursement form and submitted to the Treasurer. If it is not an item as written in the budget, two board members must sign the request form. Teachers and Imagine Andrews Public Charter School should be reimbursed in a similar fashion as PTO board members.

Section 6. There must be a minimum of \$100.00 in the bank account at all times. At least 10% of the money collected for each fundraiser must be set aside for a fund that will be used as startup money for the following school year.

Section 7. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 8. All PTO financial and other pertinent records must be turned over within 10 business days from the summer meeting date. The incoming and outgoing Vice President and Treasurer must make themselves available to sign and record the transfer of bank accounts. Financial records would include: bank account records, outstanding debt records, history of transactions, receipts, and tax information. Other pertinent records include: date of contracted events, frequent contacts, willing volunteers information, sample forms/documents, PTO inventory, etc.

Section 9. At the end of an event where monies have been collected, a cash control slip will be filled out by at least two members of the Board. Persons counting money cannot be next of kin. Both people should count the money, sign, and date the slip. One copy will go to the President and one copy is kept with the deposit slip by the Treasurer.

Section 10. PTO funds should go directly from a PTO meeting and or other event to the bank for deposit. If the bank is not open, monies will be stored in a safe place until the following business day. PTO funds should not be taken home.

Section 11. A letter will be written to the payee of checks that are written to PTO and returned for insufficient funds. The letter will contain a copy of the returned check, a request for the written amount and the fees charged to PTO by the bank for the check plus a fee of \$25 to the PTO. All fliers, applications, contracts, fundraising materials, etc that deal with checks being written to the PTO will include a written notice of this policy.

Section 12. A budget will be determined by the President and Treasurer prior to the first general meeting (September) each school year. The budget will be discussed at the first meeting and must be approved at the second general (October) meeting. All expenditures within the realm of the approved budget are authorized expenditures.

Section 13. Upon the dissolution of the organization, any remaining funds shall be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Article XI – Audits

A financial review committee shall review the PTO books annually before the books are turned over to the new board. The committee should consist of at least one outgoing or current, board member and one incoming board member, along with at least one other current member in good standing. This committee may not include either the outgoing or incoming treasurer. This committee will match every financial request with every receipt. The committee's report will be submitted to the PTO Board at the first general meeting of the new school year. The committee will be appointed by the President and approved by the Board.

Article XII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern Imagine Andrews PTO when they are not in conflict with the bylaws.

Article XIII – 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 XIII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XV – 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, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XVI – 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 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 that 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, 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 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.

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 (business owner/entrepreneur) must disclose the existence of the financial interest and to 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 (business owner/entrepreneur) 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.

c. 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 a 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 each 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. Advisor to New PTO Board. Retain past immediate President as an advisor to the newly elected Imagine Andrews PTO Board to provide continuity for half the school year. Past President works to engage more sponsors, donors, fundraising, grant writing and community partnerships throughout the school year.

Section 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:

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 9. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 8, the organization may, but need not, use outside advisers. If outside advisers are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

These bylaws are adopted as prescribed on this date: April 17, 2012

Imagine Andrews PTO Executive Board:

Paul L. Vann – President

Aleata G. Dawkins – Vice President

Monica R. White – Vice President

Jennifer N. Whitaker – Treasurer

Tara Huhmann – Secretary