

Coral Springs High School PTSO Bylaws

Article I – Name The name of the organization shall be Coral Springs High School PTSO, Inc.

Article II – Purpose The PTSO is a non-profit organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code that exists to create and encourage a seamless and lasting connection among parents, students, and the entire school community that enhances education and school climate through volunteerism, support and equitable financial resources.

Article III – Members

Section 1. Any parent or guardian of a student at the school may be a member and shall have voting rights. The principal, any teacher or student employed at or attending the school may be a member and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be at a minimum a president, vice president, secretary, and treasurer. Co officers will also be allowed and additional secretaries as needed.

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. The vice president shall assist the president and carry out the president’s duties in his or her absence or inability to serve.

c. Recording Secretary. The recording secretary shall keep all records of the organization, take and record minutes, prepare the agenda 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.

d Corresponding Secretary. The corresponding secretary shall handle correspondence including birthday cards, sympathy cards and other special occasions to the school staff and teachers.

e. Treasurer. The treasurer shall monitor all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement periodically at the meetings and additionally when requested by the executive board, including a full report at the end of the year.

f. Student Representative(s). The Student Representatives (First and/or Second chair) shall meet with the respective student body to discuss PTSO agenda items and shall attend each PTSO meeting as the voicing representative of the student population. **Students may**

earn volunteer hours for assisting with PTSO activities/events as deemed acceptable by district regulated volunteer guidelines.

Section 2. Nominations and Elections. For the 2017-2019 school year *only*, elected Board Officials will remain in positions until May 2019. After such time, elections will be held at the end of the school year. The nominating committee shall select a candidate for each office and present the slate prior to the meeting when the election will be held. At that meeting, nominations may also be made from the floor. Voting shall be by voice 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.

Section 4. Terms of Office. Officers are elected for one year. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings. The regular meetings of the organization shall be determined by the board each school year and announced at least one week prior. There will be a minimum of at least two meetings each year including the annual 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 at least one week prior to the 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. Notice of the special meeting shall be sent to the members at least one week prior to the meeting.

Section 3. Quorum. The quorum shall be 10 members of the organization.

Article VI – 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 as determined by the board. 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 VII – Committees

Committees may consist of members and board members, with the president acting as an ex officio member of all committees. The board may appoint committees as needed.

Article VIII – Finances

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

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The board shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on each check. Authorized signers shall be determined by the board each year and must be board members. **No two members from the same family shall hold Board Official rules wherein signature authority is granted. The three authorized signers shall be the current President, Vice-President, and Treasurer.**

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Board.

Section 6. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership’s approval, spent for the benefit of the school.

Section 7. The fiscal year shall coordinate with the school year. The PTO will comply with State and Federal laws on what records must be made available to an organization’s members and to the general public. For example, current federal law requires that a nonprofit tax-exempt organization’s IRS Form 1023 and copies of the organization’s annual information returns (IRS Form 990 or 990EZ) for the most recent three years be available for public review when requested.

Article IX – Parliamentary Authority Rules for meetings are as follows and may be amended by the Board as necessary.

Fairness: Equal rights of members, respect for all participants and good order are the underlying principles.

The final authority is the majority of voting members, provided a quorum is present, subject always to any applicable higher law (a law of the land, a constitution, a bylaw, or an existing standing rule).

In formal meetings, the chair guides impartially without taking part in discussion. In informal meetings, the chair participates as an equal member.

A motion should be worded affirmatively and must not conflict with any higher law. All motions require a seconder.

The mover's privilege allows the mover to reword or withdraw the motion provided there is a seconder and not more than one member objects.

Amendments can delete, substitute, or add words to a motion on the floor but must not negate it or change its topic. An amendment can not be amended.

Postpone, refer: A motion can be postponed to an indefinite or a specific future occasion or referred to a committee for further study.

Rescind, reconsider: A previous decision can be rescinded or reconsidered by the members at any appropriate time.

Voting: Common voting methods include voting by ballot, standing, show of hands, show of voting cards and voice. For a motion to pass, a quorum must be present and more than half the votes cast must be affirmative.

Informal Discussion: A motion to informally discuss some topic, if passed, allows members to consider an idea without the formality of a motion.

Ratify a previous decision: A decision exceeding the authority of a member, committee or meeting can be ratified at a later meeting.

Good order: Members should discuss only one motion at a time. A member must not take more than a fair share of floor time nor interrupt another member except as allowed with a point of order.

Point of Order: A member who believes that a law or the meeting's good order is being breached may rise immediately and say "point of order." The chair should allow the member to explain and, if necessary, should call for a vote for a decision.

Article X – Standing Rules Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

Article XI – Dissolution The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon the dissolution of this organization, 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 a state or local government, for a public purpose."

Article XII – Amendments These bylaws may be amended at any regular or special meeting, providing that previous notice was given to all members of the organization by the secretary. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – 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 reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each year the Board shall review the conflict of interest policy and each board member must agree to abide by the policy. This annual attestation shall be

documented either by signing a statement acknowledging the policy or in the meeting minutes of the meeting where the board reviewed the policy and agreed to it. The annual attestation shall include acknowledgment that each board member:

- 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.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Article XIV—Indemnification Clause

The PTSO shall indemnify every Board of Director, his/her heirs, executors, administrators, against all loss, cost and expense, reasonably incurred by him/her in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been a Board member, including reasonable matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director, Officer or other Member of the Executive Board may be entitled.

Article XV—Authority of Coral Springs High School Principal, Broward County School Board, and PTSO

The Principal (or Principal Designee) shall have the right to veto any PTSO activity or associate activity that, s/he deems unreasonable, unsafe, or unjustified in accordance with School Board Policy and/or established PTSO guidelines. The Members Acknowledge and agree that notwithstanding anything to the contrary in these Bylaws, and to the greatest extent permitted by applicable law, pursuant to the Department of Athletics and Student Activities Booster Club Guidelines established by the School Board of Broward County, the Coral Springs High School Principal has final authority on the existence of and all activities of the Corporation. The Members, the Directors and the Officers will comply and operate the Corporation in accordance with all requirements, rules and regulations applicable to the Corporation as promulgated, from time to time, by the School Board of Broward County, and Coral Springs High School.

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