

NORTH SHORE MIDDLE SCHOOL
PARENT*TEACHER*STUDENT ORG.
PTSO
BYLAWS

2015 Bylaws Committee

Laurie Grinberg - Chair

Cindy Neugebauer – Chair

Deana Roper

Laura Hirsch

Leti Barbetta

Rob Hert

**BY-LAWS OF THE NORTH SHORE MIDDLE SCHOOL
PARENT TEACHER STUDENT ORGANIZATION (PTSO)
NORTH SHORE SCHOOL DISTRICT
GLEN HEAD, NEW YORK**

ARTICLE 1 – NAME:

The name of the Organization shall be the North Shore Middle School Parent Teacher Student Organization (a.k.a. “PTSO” or “Organization” or NSMS PTSO).

ARTICLE II - PURPOSE:

The purpose of the PTSO is to enhance and support the children’s educational experience at the North Shore Middle School by:

- 1. Securing for every child’s well-being, the highest advantages in physical, emotional, and social education;*
- 2. Building a strong sense of community between parents, students, educators, and the general public;*
- 3. Fostering an interconnection between school and home;*
- 4. Encouraging parents, educators, and student involvement;*
- 5. Providing opportunities for volunteerism; and*
- 6. Fundraising to support our purpose.*

ARTICLE III – POLICIES:

Section 1:

This Organization shall be non-commercial, non-sectarian and non-partisan.

Section 2:

The Organization will absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office. Nothing in this provision shall be construed, however, to prohibit the Organization from participating in non-partisan voter education activities (including public forums and voter education guides) or other non-partisan activities to encourage people to participate in the electoral process, such as voter registration and get-out-the-vote drives. As individuals of the Organization, members will be free to participate in political campaigns.

Section 3:

The assets of the Organization shall not be used to unjustly enrich board members, officers or other insiders.

Section 4:

The Organization shall not engage in any activities that are illegal or violate fundamental public policy.

Section 5:

The Organization shall not engage in legislative activities that will violate Section 501c(3) of the Internal Revenue Code.

Section 6:

The Organization may cooperate with other Organizations and agencies active in supporting the education and welfare of children, such as conference groups or coordinating councils. Its representatives may not make any commitments that bind the Organization without confirmation from the membership either in the form of a vote or inclusion in the annual budget voted upon and approved by the membership.

Section 7:

Design and pricing of any logo merchandise sold by and for the benefit of the NSMS PTSO, must be approved by majority vote of the Executive Board.

Section 8:

The Executive Board shall maintain an Organizational Website. This includes the Executive Board Members list and positions, a copy of the bylaws, a school calendar, upcoming events, links to the district and school's website, a contact form, a list of committees, and general meeting monthly minutes which shall be maintained on the website at all times.

Section 9:

All correspondence, other than ministerial, by any member of the Executive Board or any committee member of the PTSO to the General Membership must be approved by a majority of the Executive Board prior to distribution.

Section 10:

The Organization shall maintain privacy by not identifying any parent or student names in meeting minutes, or other public documents, without permission.

ARTICLE IV – MEMBERS:

Section 1:

Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher employed at 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 prior to the meeting to be considered a member in good standing with voting rights.

Section 3:

A portion of the membership dues shall go to the North Shore Coordinating Council.

Section 4:

An annual enrollment of members shall be conducted prior to the first meeting of each year. Additional members shall be accepted at any time.

Section 5:

Courteous and respectful behavior is required from all participants at all times at all PTSSO events and meetings. Student behavior at all PTSSO sponsored events shall be governed by the North Shore Middle School Student Handbook and the policies of the North Shore School District. Violations of such policies may result in the student being prohibited from attending future PTSSO functions and/or disciplinary action by the administration of the North Shore Middle School and/or the North Shore School District.

ARTICLE V – OFFICERS, ELECTIONS, and APPOINTMENTS:

Section 1:

Officers: The officers of the Executive Board of the NSMS PTSSO shall consist of:

- a. Two Co-Presidents
- b. 6th Grade Representative
- c. 7th Grade Representative
- d. 8th Grade Representative
- e. Recording Secretary
- f. Treasurer
- g. Principal
- h. Educator Liaison of the North Shore Middle School

Responsibilities of the Officers:

a. Co-Presidents:

The Co-Presidents 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, prepare the agendas of all General Membership Meetings and Executive Board Meetings, and coordinate the work of all the officers and committees in order that the purpose of the Organization be served. At the conclusion or discontinuation of his or her term, the outgoing President must provide all pertinent information/documents to the incoming President. The President will read and sign a copy of these bylaws before beginning his or her term.

b. The 6th, 7th and 8th Grade Representatives:

The 6th, 7th and 8th Grade Representatives shall assist the Co-Presidents and shall carry out their respective duties as outlined by the Executive Board in the Spring of the previous year. These Grade Representatives shall carry out all duties consistent with the support of their respective grades and will oversee all committees that function to support fundraisers and PTSSO sponsored student activities for the school year. A second 8th grade rep may be either elected or appointed to help with end of year activities. The 8th Grade Representative will have one voting right between them. At the conclusion or discontinuation of his or her position, the Grade Representative(s) must provide all pertinent information/documents to

the incoming Grade Representatives(s). Each Grade Representative will read and sign a copy of these bylaws before beginning his or her term.

c. Recording Secretary:

The Recording Secretary shall keep all records of the Organization, take and record minutes, and prepare ballots for votes to be taken at the meetings of the membership. The Recording Secretary shall also keep a copy of the minutes book, bylaws, rules, membership list, committees list, Articles of Incorporation and any other necessary supplies, and bring them to all meetings. The Recording Secretary will forward copies of the minutes to the Co-Presidents within one week of the recorded meeting. At the conclusion or discontinuation of his or her term, the Recording Secretary will provide all pertinent information/documents to the incoming Recording Secretary. The Recording Secretary will read and sign a copy of these bylaws before beginning his or her term.

d. Treasurer:

The Treasurer shall receive all funds of the Organization, keep an accurate record of receipts and expenditures, make timely deposits in the PTSO bank account, and pay out funds in accordance with the annual budget, with the approvals of the Executive Board and the Membership where required. Additionally, the Treasurer will comply with mandates of Article IX. He or she will prepare an annual budget for approval by the Membership at the first annual meeting of the academic year and will present a financial statement at every meeting as well as at other times when requested by the Executive Board, and make a full report at the end of the year. At the conclusion or discontinuation of his or her term, the Treasurer will provide all pertinent information/documents to the incoming Treasurer. The Treasurer will read and sign a copy of these bylaws before beginning his or her term.

e. Principal:

The Principal will be on the Executive Board as an *ex-officio* member with voting rights. The Educator Liaison will be nominated by the Principal.

f. Educator Liaison:

As a member of the Executive Board with voting rights, the Educator Liaison will have voting rights and will be included on the nominating slate. The Educator Liaison will have a one year term. The Educator Liaison shall provide guidance to ensure support of the instructional process as the Organization engages in activities in fulfillment of its purpose.

g. If a board member has a direct personal or pecuniary interest in any motion under consideration by the Executive Board, the member must recuse him or herself from all participation in the matter which includes leaving the room and abstaining from discussing and voting on the motion being considered.

Section 2:

Nominations and Elections:

When feasible, nominations for Officers' positions shall be submitted at the April PTSO meeting by the Nominating Committee. At this meeting, additional nominations may be made by the PTSO membership. Voting shall take place by written ballot at the May PTSO meeting, unless

extenuating circumstances prevent compliance with this section. In the event that the PTSO fails to fill all officer positions at the May PTSO meeting, the incumbent of the expiring term may remain in office for one additional school year or until an election of a new officer at any regular meeting.

Section 3:

Eligibility:

Members are eligible to run for office only if they are Members in good standing; this excludes parents of incoming sixth grade students who are eligible to run for an executive board position even though they are not yet members of the NSMS PTSO.

Section 4:

Length of Terms of Officers:

General Members elected to office are elected for one term and may serve no more than two (2) consecutive terms in the same office, unless no one steps forth from the general membership to fill the vacant position. Each person elected shall hold only one office at a time.

All Executive Board Positions will serve a one year term with the following exceptions:

1. Co-Presidents will serve a two year staggered term.
2. Treasurer will serve a two year term.
3. Recording secretary will serve a two year term
4. Principal will serve as an ex-facto member

All Members in good standing may be nominated and serve on an Executive Board only if they have a child who attends the North Shore Middle School.

Section 5:

Vacancies:

If there is a vacancy in the office of President or any other Executive Board position, then the Nominating Committee will call a special election to replace the position(s). Members of the current Executive Board may resign their position to run for the open seat.

Section 6:

Removal:

An officer of the PTSO may be removed from office if he or she fails to perform his or her duties, engages in misconduct, or fails to comply with these bylaws. Removal of an officer can be initiated in two ways. A member of the general membership can commence such action by written letter to the Executive Board in which the reason(s) for the removal request are outlined. Any such letter must be signed by at least seven PTSO members. An officer can likewise be recommended for removal by the Executive Board if it deems removal to be in the best interests of the PTSO. Such a recommendation requires a 2/3rds vote of the Executive Board's members and may occur at any meeting of the Executive Board. Any approved recommendation will then be submitted to the PTSO membership for a formal vote. The officer subject to be removed shall be given prior written notice of the reasons for the removal proceeding and a reasonable opportunity to answer the charges against he or she before any vote to remove occurs. The officer will likewise have the option to resign, which would forgo the need for a vote. Advance notice of the vote to remove shall be given to the PTSO membership at least two weeks prior to the meeting at which the vote will occur. Once these prerequisites have been satisfied, an officer

can then be removed from office by a 2/3rds vote of the members in attendance and voting at the meeting as long as a quorum is present.

Section 7:

Transition Meetings:

Outgoing Board members will have timely meetings with incoming Board members to transfer and discuss any pertinent documents/information relative to their Board positions in order to promote continuity of the Organization.

ARTICLE VI – MEETINGS:

Section 1:

General Membership Meetings:

The regular meetings of the Organization shall be held at a time and place determined by the Executive Board. Notice of all meetings shall be disseminated via email to the General Membership in a timely manner via email and/or the school's weekly notice. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that shall arise.

- a. Two Student Government Representatives are invited to attend the General Membership Meetings and will sit with the Executive Board Members. The two Student Government Representatives will each have a General Membership vote at all General Membership Meetings.

Section 2:

Special meetings:

Special meetings may be called by a Co-President and two members of the Executive Board or by five General Members submitting a written request to the Recording Secretary. Notification of the special meeting shall be sent by email to the Members at least 10 days prior to the date of the meeting.

Section 3:

Quorum:

The quorum shall consist of 15 Members, in good standing, of the General Membership of the Organization.

ARTICLE VII - EXECUTIVE BOARD:

Section 1:

Membership:

The Executive Board shall consist of an uneven number of persons.

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. Executive Board Members must attend Executive Board meetings, General Membership Meetings, and Special Meetings. Failure to attend at least 70% of the meetings is grounds for removal from office.

Section 3:

Meetings of the Executive Board:

Executive Board meetings shall be held monthly, at least 7 times during the school year, with the dates and times to be determined by the Executive Board. Special meetings may be called by any two Executive Board Members, with 24 hour notice.

- a. Executive Board Members are expected to respect the confidentiality of Executive Board meetings.

Section 4:

Quorum:

Half the number of the Executive Board Members plus one constitutes a quorum. A quorum must be present in order to approve any expenditures or actions of the Executive Board.

ARTICLE VIII – COMMITTEES:

Section 1:

Membership:

Membership Committees may consist of Members and Executive Board Members, with the Co-Presidents acting as ex-officio members of all committees.

Section 2:

Standing Committees:

The following standing committees shall be held by the Organization:

a. Nominating Committee:

The Nominating Committee shall consist of up to nine members that do not currently serve on the Executive Board and will strive to have equal representation from the district's three elementary school communities. The committee will commence action, when feasible, by March of each year to publicize PTSO positions and recruit volunteers to fill open Executive Board positions for the upcoming school year. The Nominating Committee will prepare a list of nominees to be included on the annual election ballot at the April PTSO meeting or, when not practicable, at the next meeting where elections will take place. The consent of each candidate must be obtained before the name is placed on the list. This list shall be completed and publicized to all PTSO members two weeks prior to the election meeting.

b. Audit Committee:

Each fiscal year, two members of the NSMS PTSO that do not currently serve on the Executive Board will review and report on records for the financial transactions and the procedures used to conduct those transactions. Its purpose is to assure both the Membership and the Executive Board that the funds of the NSMS PTSO have been properly administered and that good financial practices have been followed. Where feasible, these findings must be submitted to the Executive Board ten days before the May General PTSO meeting. Regardless of the circumstances, these findings must be submitted to the Executive Board prior to the end of the fiscal year.

c. Fundraising Committees:

Fundraising Committees shall be responsible for researching options, plans, and anticipated profits and expenses for any fundraising projects. All committees are responsible for presenting suggestions to the Executive Board, and upon approval, soliciting volunteers as well as executing fundraising events. Committee chairs will maintain planning records of each fundraiser and pass these along to the Recording Secretary for permanent record keeping, as well as assist the Treasurer in accounting for all fundraising revenue and expenses.

Section 3:

The Executive Board may appoint additional committees and subcommittees as needed.

ARTICLE IX – FINANCES:

Section 1:

A tentative budget shall be drafted in the late spring for each upcoming school year and approved by a majority vote of the Members present at the first general PTSO meeting of the school year.

Section 2:

The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3:

Bank checks will require the signature of both the Treasurer and a Co-President for any monies to be withdrawn from the PTSO bank account. Credit/debit cards may only be used when a NSMS PTSO bank check is not an option. Any purchase over \$300 will require the approval of the majority of the Executive Board Members.

Section 4:

The Executive Board shall approve all expenses of the Organization. Expenses in excess of \$500 shall require the approval of a majority of the Members present at a regular meeting of the Organization or at a Special Meeting called in accordance with the provisions of Article VI.

Section 5:

The Executive Board may authorize committees to spend money for necessary expenditures as specified within the limits of the annual budget.

- a.* All monies received by any committee or committee member, must be turned over to the Treasurer within 5 school days, along with a completed deposit form. All funds received by the Treasurer must be deposited into the PTSO bank account within 5 business days of receipt by the Treasurer. Separate deposit receipts will be maintained for funds received from each unique fundraising event.
- b.* All monies raised to support the NSMS PTSO purpose will remain in possession of the NSMS PTSO and will be carried over to the following fiscal year, unless otherwise approved by the Executive Board.
- c.* Requests for funds or reimbursements must be accompanied by a completed check request or reimbursement form.

Section 6:

The Treasurer shall prepare a financial statement at the end of the year.

Section 7:

Upon 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 students and/or transferred to any successor Organization.

Section 8:

The fiscal year shall correlate with the school year.

ARTICLE X - PARLIMENTARY AUTHORITY:

"Robert's Rules of Order" shall govern meetings when they are not in conflict with the Organization's bylaws.

ARTICLE XI- STANDING RULES:

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

ARTICLE XII- DISSOLUTION:

The Organization may be dissolved with previous notice (14 calendar days) after a majority vote of the Executive Board and 10% of the General Membership.

ARTICLE XIII- AMENDMENTS/REVISIONS

These bylaws shall be reviewed by a committee at least once every two years, and amended if necessary. They may be amended at any regular or special meeting, providing that previous notice was given at the prior meeting in writing and sent to all Members of the Organization by the Recording 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 XIV- CONFLICT OF INTEREST POLICY

In accordance with the IRS requirement for sec. 501[c][3] Organizations, the PTSO has adopted the attached NSMO PTSO Conflict of Interest policy. This policy is part of these PTSO bylaws.

These bylaws have been signed by your current North Shore Middle School PTSO Board Members. The signed copy is maintained by the NSMS PTSO Recording Secretary. NSMS PTSO Board Members have agreed to abide by these bylaws to protect the purpose of the Organization and interest of our members.

Draft: March 30th, 2015

Proposed Adoption: April 20th, 2015

Conflict of Interest Policy

Article I Purpose

The purpose of the “Conflict of Interest Policy” is to protect the NSMS PTSO’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 PTSO or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Article II 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 Article III, Section 2, 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.

Article III 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 PTSO 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 PTSO'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.
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4. Violations of the Conflicts of Interest Policy

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

ARTICLE IV 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.

ARTICLE V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the PTSO 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 PTSO 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 PTSO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the "Conflicts of Interest Policy",
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the PTSO is a non-profit charitable organization and in order to maintain its federal tax exemption 501[c][3] status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII Periodic Reviews

To ensure the PTSO operates in a manner consistent with non-profit charitable purposes and does not engage in activities that could jeopardize its 501[c][3] 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, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the PTSO's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VII Outside Experts

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

