

BYLAWS OF THE CHERRY VIEW ELEMENTARY PARENT TEACHER ORGANIZATION

Article I – Name

The name of this Organization shall be the Cherry View Elementary Parent Teacher Organization of Lakeville, Minnesota. Here on out, this Organization may be referred to as the CVE PTO. The principle office of the Organization, at which the general business of the Organization shall take place and where the records of the Organization shall be kept, shall be located at 8600 175th Street, Lakeville, Minnesota 55044.

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at Cherry View Elementary by fostering relationships among the school, parents and teachers; and providing supporting tools to achieve that education- whatever they may be for that year (i.e.: anything the Board deems necessary to support the staff, students, or facility.)

Article III – Members

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. There are no dues assessed for membership.

Article IV – Officers and Elections

Section 1. Officers. Selection of officers of CVE PTO shall be no more than two (2) Presidents (i.e. Co-Presidents), no more than two (2) Vice-Presidents (i.e. Co-Vice Presidents), Secretary, Treasurer, and no more than five (5) Members-At-Large. The elected officers will make up the Executive Board of the CVE PTO.

a. President. The President shall preside at all meetings of the CVE PTO and its Executive Board. The President will perform all duties pertaining to the office, and may delegate to other board members the oversight of various PTO functions.

- a) Preside at all meetings.
- b) Present any new business.
- c) Be the official spokesperson for the organization.
- d) Store records of the Organization (monthly agendas, minutes, Chatter, bylaws, etc).
- e) Coordinate elections of Board Members.
- f) Work with teachers and Principal to assess their needs.
- g) Recruit committee chairpersons.
- h) Deliver to the successor in office, all records in his/her possession by fiscal year end.
- i) Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.
- j) Contract signing authority.

b. Vice-President. The vice president shall act as an aide to the president, perform the duties of president in the absence of that officer, and carry out other duties as designated.

- a) Aid the president.
- b) Perform the duties of the president in the event of the officer's absence or inability to serve. Take and distribute meetings minutes when the Secretary is absent.
- c) Organize childcare for the monthly PTO meetings.
- d) Be timekeeper at the PTO general membership meetings.

c. Secretary. The secretary shall keep a correct record of all meetings of the Organization and of the Executive Board and shall perform such other duties as may be delegated to the office. The secretary will publish notice of meetings, and submit minutes to be posted on the PTO web page each month, and be the primary communication link with the media.

- a) Prepare any materials needed for distribution of reference at general membership meetings.
- b) Take minutes at Executive Board and general membership meetings.
- c) Finalize minutes, obtain necessary approvals, and submit minutes in a timely manner.
- d) Coordinate media coverage of PTO sponsored events.
- f) Provide information to the web coordinator responsible for maintaining and updating school website, as it pertains to PTO news, information and events.
- g) Keep the files of communications, paper and documents belonging to the organization.
- h) Deliver to the successor in office, all records in his/her possession by fiscal year end.

d. Treasurer. The treasurer shall receive all monies of the Organization and keep accurate records of receipts and expenditures. The treasurer shall pay out local funds only as authorized by the Executive Board, the approved budget, or the CVE PTO. The treasurer shall present a statement of account and a cash-flow report at every meeting of the Cherry View Elementary Parent Teacher Organization, and at other times as requested by the Executive Board, and a full report given at the May meeting. The books will be prepared yearly for audit purposes.

- a) Be custodian of all Organization funds, and shall be authorized to disperse funds on behalf of Cherry View Elementary Parent Teacher Organization.
- b) Deliver to the successor in office, all records in his/her possession by fiscal year end.
- c) Submit a written report detailing responsibility and recommendations to the future Executive Board by fiscal year end.

e. Members At Large. Member At Large shall fulfill any position vacated by an elected board member during their term of office, with the exception of President, and carry out other duties as designated. Also help as needed with any committees.

Section 2. Nominations and Elections. The nomination process shall be one of self-nomination or nomination by another member on or before the May meeting. Election shall be by a plurality vote of members present. It is recommended that the vice-president prepare for, and be nominated as president following the term of the exiting president. A temporary vacancy of an office may be filled by appointment

by the president. Any open vacancy will necessitate a new election process. Officers will be selected in May for a one year term to begin in June. Terms may be renewed once.

Section 3. Eligibility. All members are eligible for office.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two consecutive terms in the same office. 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- Executive Board

Section 1. Membership. The Executive Board shall consist of the CVE PTO officers and school principal. Its functions shall be to transact any necessary business between monthly meetings. Meetings of the Executive Board may be called by the PTO president or any majority of the Board.

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, prepare reports and recommendations to the membership, and review and approve bylaws at the first meeting of each PTO term.

Section 3. Special Circumstances.

- a) The Executive Board has the power to act in an emergency without the consent of the PTO general members.
- b) The Board may vote to allocate funds without bringing the request to the general membership meeting for approval, not to exceed \$500 per fiscal year.

Section 4. Meetings. Members will meet at least once prior to the start of each school year to determine the annual operating budget and discuss any necessary business.

Section 5. Quorum. Half the number of board members plus one constitutes a quorum.

Article VI - Meetings

Section 1. Regular Meetings. A regular general meeting of this Organization shall be held once a month during the school year; at a time and place determined by the Executive Board. This must be determined

at least one month before the start of the school year. It is recommended that the schedule of meetings be determined in May for the following school year.

Section 2. Robert's Rules of Order. Robert's Rules of Order Revised shall govern this Organization's meetings in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Section 3. Voting. Voting on all CVE PTO matters requires a quorum. All CVE PTO members who are present are allowed to vote. Before a vote each topic will be discussed. A motion must be made and seconded before it can be put to a vote. A verbal vote shall be taken, but if division is called the members shall then be asked to raise their hands for either "all in favor" or "all opposed". A motion shall be passed by a majority vote. A secret ballot vote is an option if necessary.

Section 4. Additions. Items submitted as additions to the agenda will be subject to the president's discretion as to the timing and nature of the decisions.

Section 5. 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 meeting shall be sent to the members at least 5 days prior to the meeting, by e-mail and flyer.

Article VII – Committees

Section 1. Membership. Committees may consist of both members and board members.

Section 2. Standing Committees. Standing committees shall review plans/ options for CVE PTO, and pass along all hard copies of data pertaining to that committee to either the board or their successors, at the end of their term. The chairperson of each committee shall present their plans to the membership and a yearly report to their successors. The chairperson or a committee member may present information as needed at general membership meetings. The Board can decide before the election of the new Board that some committees may no longer be necessary and the committee(s) can be dissolved at that time.

Section 3. Special Committees. Special committees may be established by the Executive Board as needed, and additional committees can be created at any time as deemed necessary by the Board.

Article VIII – Financial

There will be a minimum of \$1,000.00 in the CVE PTO checking or savings account at the end of each school year to aid in the finances for the following year. Authorized signatures on the checking and savings account shall be the President(s) and Treasurer. All bank statements will be mailed to Cherry View Elementary.

Section 1. A tentative budget shall be drafted by the executive board before the start of the new school year. The budget will be presented at the September general meeting and voted on at the October

general meeting, to be approved by a majority vote of all members present (assuming a quorum of at least 7 members).

Section 2. No budget requests shall be approved (with the exception of start-up costs) until after the October approval process.

Section 3. The board shall approve all expenses of the organization; and all expenditures by any PTO member must first be presented to the board and voted on, unless it is part of the original approved budget.

Section 4. The treasurer shall keep accurate records of any disbursements, income, and bank account information; and prepare a financial statement at the end of the year to be reviewed at a general PTO meeting.

Section 5. The fiscal year shall coordinate with the school year.

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.

Article IX – Dissolution

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

Article X – 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 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 CVE PTO Executive Board member and any member of a committee with Executive 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 CVE PTO Executive 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 CVE PTO Officer / Executive Board, or the members of a committee with Executive 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 Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive 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 Executive 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 President of the CVE PTO, or the committee Chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Executive 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 Executive Board or committee shall determine by a majority vote of the disinterested Executive Board 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 Executive 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 Executive 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 Executive Board and all committees with Executive 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 Executive 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 Executive 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 Executive 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 CVE PTO Officer and member of a committee with Executive Board-delegated powers shall annually receive a copy of the CVE PTO conflict of interest policy and by accepting their term they agree that they:

- Have received a copy of the conflict of interest policy;
- Have read and understood the policy;
- Have 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 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 Executive Board of its responsibility for ensuring that periodic reviews are conducted.