

**By-Laws of the  
Peck Place School Parent-Teacher Organization, Inc.  
Adopted and Updated As of May 30, 2016**

**ARTICLE I. NAME**

The name of this organization shall be the Peck Place School Parent-Teacher Organization, Inc. (hereinafter referred to as "Peck Place School PTO" and/or "PTO").

**ARTICLE II. PURPOSE**

The Peck Place School PTO is organized for the purpose of supporting the education of the children at Peck Place School by fostering relationships among the school, parents, and teachers. 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 federal tax code (hereinafter referred to as "Internal Revenue Code").

**ARTICLE III. 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, any teacher, para-professional, therapist, special services provider, or otherwise 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 before the meeting to be considered a member in good standing with voting rights.

**Section 3.** Each membership shall be considered to be a family membership and, as such, up to two individual parents, guardians, or other adults standing in loco parentis for a student at the school shall have an individual right to vote. If a student at the school has more than two individual parents, guardians, or other adults standing in loco parentis, an additional membership shall have to be obtained in order to secure more than two votes for said family. For example, if a student has parents who have divorced and remarried, that student has four individuals who may become members of the PTO. However, in order for each of the four individuals to have four individual votes, two memberships must be established.

**ARTICLE IV. OFFICERS AND ELECTIONS**

**Section 1.** The elected officers of this PTO shall be a: (1) president; (2) vice president; (3) recording secretary; (4) treasurer; (5) Parliamentarian; and (6) board of education representative (7) assistant treasurer (8) correspondence secretary. The term of office shall be July 1 through June 30 of each calendar year. The principal shall serve as a member of the executive board to act as a liaison between the board and the administration, cast tie-breaking votes within the Executive Board only when necessary, and ensure that the board functions consistently with the goals of Peck Place School.

**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.

**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.

**Recording Secretary:** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda at the direction of the President and consultation with other Executive Board Members, handle the correspondence and cause notices of meetings to be sent 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.

**Treasurer:** The treasurer shall receive all funds of the organization, keep an accurate record of the receipts and expenditures, and pay out funds in accordance with the 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 make a full report at the end of the year. He/she will also be responsible to coordinate the completion and filing of the annual tax return for the PTO. The annual return is due to the Internal Revenue Service by November 15 of each calendar year.

All funds of the PTO shall be deposited to the credit of the PTO in such banks or depositories under such terms and conditions as may be determined by the Board of Directors.

**Parliamentarian:** The parliamentarian shall maintain current bylaws, a copy of Robert's Rules of Order, interpret the bylaws as necessary, and make recommendations regarding the review/revision of the bylaws. As needed, the parliamentarian shall be responsible for resolving points of order that arise during general and/or special membership meetings as necessary and perform other delegated duties as assigned.

**Board of Education Representative:** The Board of Education Delegate shall attend board of education meetings as scheduled and represent the PTO and make a report regarding these meetings at the Peck Place PTO meetings.

**Correspondence Secretary:** Correspondence Secretary: The correspondence secretary shall handle all sunshine responsibilities of the Executive Board including maintaining a folder for the year's correspondence as well as any other duties as directed by the Executive Board.

**Assistant Treasurer:** The Assistant Treasurer supports the treasure and will act as a surrogate should the treasurer be unavailable to perform his or her duties. He/she has the authority to accept, deposit and withdraw funds as directed by the treasurer. Perm such other duties as may be outlined in the standing rules of the Peck Place PTO.

**Section 2. Nominations and Elections.** "Nomination forms shall be distributed during the March meeting and must be returned seven days before the April PTO meeting. All qualified individuals who are nominated shall be announced during the April PTO meeting. Elections shall be held during the May PTO meeting. The Executive Board shall take office on July 1 of the respective calendar year.

The vote shall be conducted by written ballot and a simple majority vote shall elect. Should there be a tie, the top two candidates for that office shall be subject to a second ballot vote at the June PTO meeting. Should there be a tie, the sitting PTO President shall cast the deciding vote provided he/she is not a candidate for that particular office. If the PTO president is a candidate, the Vice President shall cast the deciding vote. If the PTO Vice President is a candidate, the Secretary shall cast the deciding vote. (This process shall continue in succession until a qualified Executive Board Member votes.)

**Section 3. Absentee Voting.** The PTO does not allow absentee voting during the annual election.

**Section 4. Eligibility.** Members are eligible for a position on the executive board if they are in good standing at the time of their nomination and have served as a member on a Committee.

**Section 5. Terms of Office.** Officers shall assume their official duties no later than July 1 in the year in which they are elected and shall serve for a term of one year or until their successors are elected.

**Section 6. 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 by written ballot after nominations from the floor. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

**Section 7: 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 meeting of the organization shall be once a month during the school year at a time and place determined by the executive board at least one month before the meeting. There shall be one meeting during the months of July and August to be scheduled by the newly elected board prior to the last day of school. The annual meeting will be held in place of the May regular meeting. The annual meeting is for electing officers. The secretary will cause the members to be notified of the meetings in a notice to be sent home at least one week prior to the meeting.

During the June regular meeting, final reports by each Executive Board Member shall be given to the membership and, upon completion of that task, the newly elected Executive Board shall be installed as officers and resume their duties.

**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 meeting shall be sent to the members at least 10 days prior to the meeting by flyer sent home with students and electronic message.

**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 and principal.

**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 for review/adoption by the general membership, 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.** Executive board meetings shall be held monthly on a date and time to be 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**

**Section 1. Membership.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees as well as any parent, guardian, or other adult standing in loco parentis for a student at the school. Only members of the Peck Place PTO shall serve as a Committee Chair. Only members of the Peck Place Community<sup>1</sup> serve on any committee as a member or volunteer.

**Section 2. Standing Committees.** The following committees shall be held by the organization: Fundraising, Hospitality, Membership, Communications, Arts and Enrichment, Family Events, Nominating, and Auditing.

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

## **ARTICLE VIII- FINANCES**

**Section 1.** A tentative budget shall be drafted by the Executive Board in August and submitted to the general membership for approval during the September meeting 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.

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<sup>1</sup> Members of the Peck Place Community include the individuals with a direct contact to a Peck Place School student, employee, or member of the administration (hereinafter "PP individuals"). By way of example, this includes members of the PP individual's immediate and extended family and members of the public who have demonstrated an ability to assist and volunteer within the Peck Place Community in a positive and productive manner.

**Section 3.** The board shall approve all expenses of the organization and a report setting forth each expense and reimbursement request approved shall be presented to the executive board prior to each PTO meeting.

**Section 4.** Approval of any expenses in excess of the aggregate budget for any one event shall be approved by the executive board by electronic mail vote after notice is

**Section 5.** The treasurer shall prepare an annual financial statement and present the same to the Audit Committee on or before June 30.

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

**Section 7.** The fiscal year shall be from July 1 to June 30.

**Section 8.** The treasurer shall inform each Committee Chair of the approved budget amount for their designated event within ten days of the date the budget is adopted by the general membership along with a set of the PTO guidelines for handling finances, reimbursement request form, and the event wrap-up report.

**Section 9.** Authorized signers shall be the president and treasurer.

## **ARTICLE IX-PARLIAMENTARY AUTHORITY**

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

## **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.

## **ARTICLE XII-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 shall be given in a form consistent with the Standing Rules, by postal mail, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

The Amendments shall not be inconsistent with the purposes described in the Certificate of Incorporation, its classification as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To that end, if the Executive Board is presented with a written opinion by an accountant that any provision set forth herein is inconsistent with state or federal law, the Executive Board shall have the authority to amend the Bylaws to conform with the written opinion.

Any Amendment adopted during the calendar school year shall be effective as of the date of adoption however, if it cannot be enforced mid-year or if to enforce it mid-year shall require a reorganization of committees or organizational structure, the amendment shall take effect on July 1.

## **ARTICLE XIII - CONFLICT OF INTEREST POLICY**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, the Peck Place PTO 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 including but not limited to Section 4958 of the Internal Revenue Code of 1986, as amended, and/or Conn. Gen. Stat. § 1127-1130.

### **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:

- 1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

- 2) A compensation arrangement with any entity with which the Organization has a transaction or arrangement, or
- 3) A proposal 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 3, item b, 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.** 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.

The remaining board or committee members shall decide if 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.

An interested person may make a presentation at the governing board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

#### **ARTICLE XIV -INDEMNIFICATIONAND LIABILITY**

**Indemnification.** The PTO shall indemnify members to the fullest extent allowed upon determination that indemnification is proper under the circumstances insofar as all applicable standards of conduct have been complied with including but not limited to the PTO By-Laws, the rules and/or regulations of the Orange Board of Education, and governing state and/or federal law. Indemnification provided by this provision shall survive the termination of the PTO-member relationship and shall inure to the benefit of heirs, executors and administration of such a person.

**Liability.** A member of the PTO executive board shall not be liable to the PTO for breach of duty in their capacity as a member of the executive board for monetary damages except to the extent that said economic losses are caused by the intentional conduct of the PTO executive board member. No amendment, modification or repeal of this provision shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

