

Article I: Name

The name of this organization is the North Windy Ridge PTO. The PTO is located at North Windy Ridge Intermediate School, 20 Doan Rd., Weaverville, Buncombe County, North Carolina. It is a local PTO unit.

Article II: Articles of Organization

As of August 2014, the organization voted and approved to exist as a corporation. These bylaws shall be deemed its governing instrument.

Article III: Purpose

Section I:

The purpose of the PTO is to enhance and support the educational experience at North Windy Ridge School, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at North Windy Ridge School through volunteer and financial support.

Section II: The purpose of this organization is promoted through educational programs directed toward parents/guardians, teachers and the general public, and are developed through conferences, committees, projects and programs.

Article IV: Basic Policies

The following are basic policies of this organization:

- a. The organization shall be noncommercial, nonsectarian and nonpartisan.
- b. The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest for any purpose not appropriately related to promotion of the objectives of the organization.
- c. This organization shall not, directly or indirectly, participate or intervene in any way, including the publishing or distribution 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 to attempting to influence legislation by propaganda or otherwise.
- d. The organization shall work with the school to provide quality education for all children 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.

- e. The organization may cooperate with other organizations and agencies concerned with child welfare, but persons representing the organization in such matters shall make no commitments that bind the organization.
- f. In the event of the dissolution of the organization, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1986 as from time to time amended.

Article V: Membership

Section I: Membership shall be voluntary by parents/guardians, staff members and teachers of children enrolled in North Windy Ridge School who are interested in the goals and objectives of the PTO and willing to help uphold these goals and objectives.

Section II: Membership in the organization shall be made available without regard to race, color, creed, national origin, disability or age.

Article VI: Officers and Elections

Section I: The officers of the organization shall be a President, Vice President, Secretary and Treasurer.

- a. **QUALIFICATIONS**—Any PTO member in good standing may become an officer of the PTO.
- b. **Term of office:** The term of office for all officers is one year, beginning July 1 and ending June 30 of the following year.
- c. The President's position will be filled by the Vice President after each has served in their respective positions for one (1) year. In the instance this does not happen, the President position will be filled by someone who has served on the Executive Board for at least one (1) year immediately preceding his/her election to the office of the President. Credit is given for service on any executive board from a feeder school, or previous school.
- d. No elected officer shall serve more than two (2) consecutive terms in the same position without consent of the Executive Board.
- e. With the consent of the Executive Board, two (2) people may job share the duties of any elected officer, serving as Co-President, Co-Vice President, etc. as circumstances dictate for the most effective function of the organization.

Section II: Nominations for officers shall be made by a Nominating Committee consisting of five (5) members.

- a. The Committee shall be elected at the March PTO meeting. The Principal shall serve on the Committee and shall appoint one (1) teacher representative, and nominations for two (2) Committee members shall be made from the floor. The Secretary shall serve as Chairperson and fifth member of the Committee.

- b. The Nominating Committee shall present a list of nominees at the April meeting of the Executive Board. The consent of each candidate must be obtained before his/her name is placed in nomination. Additional nominations may be made from the floor, provided the consent of each candidate has been obtained before his/her name is placed in nomination.
- c. All officers shall be elected by ballot annually in the month of May. If there is but one nominee for an office, election for that office may be by voice vote.

Section III: A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section IV: Officers may be removed for failure to perform duties or for unethical or criminal behavior by a 2/3 vote of the Executive Board. Failure to attend three (3) consecutive meetings may, at the option of the Board, be grounds for removal. Due notice in writing shall be given to the officer before the removal is voted upon.

Article VII: Duties of Officers

Section I: The President/Co-President shall be the principal executive officer of the organization and oversee the Executive Board and the direction of the membership.

Responsibilities of the President/Co-President shall include but not be limited to the following:

- Attends all PTO meetings.
- Will post the regular meeting agenda at least two (2) business days prior to the meeting.
- Executes usual powers of supervision and management as pertaining to the office of the President and performs such other duties as may be designated by the Executive Board.
- Acts as a liaison between the PTO and the school administration for any matters pertaining to, but not limited to, the PTO and its activities.
- Presides at all meetings of the PTO Executive Board and the membership.
- Shall be an ex-officio member of all committees of the PTO and shall retain all committee reports.
- Reviews all information distributed by PTO committees prior to approval by the school administration.
- Votes only in the case of a tie vote of the Executive Board or the membership. May also vote during a secret ballot.
- Represents the PTO at all school and outside organizations, unless the President delegates otherwise.
- Has the authority to spend up to \$100 without first getting Executive Board approval; at the next scheduled meeting, must submit a receipt for the expense.

Section II: The Vice President/Co-Vice President, in the absence or disability of the President, shall perform the duties of the President and shall also assume duties as assigned by the President.

Responsibilities of the Vice President/Co-Vice President shall include but not be limited to the following:

- Attends all PTO meetings.
- Assists the President and Executive Board as needed.
- Has the authority to spend up to \$100 without first getting Executive Board approval; at the next scheduled meeting, must submit a receipt for the expense.
- Will preside at all meetings in which the President is unable to attend.

Section III: Responsibilities of the Secretary/Co-Secretary shall include but not be limited to the following:

- Attends all PTO meetings.
- Records the official minutes of meetings. Submits minutes to the Executive Board at least two (2) days prior to a meeting. Posts the minutes for public viewing after the Executive Board's approval.
- Maintains a reference binder of all previous meeting minutes, as well as materials distributed at each meeting.
- Is prepared to refer to the minutes of previous meetings when requested.
- Maintains a record of meeting attendees.
- Brings the most current copy of the PTO's bylaws to all meetings.
- Helps with PTO correspondence as needed.
- Serves as Chairperson of the Nominating Committee.
- Has the authority to spend up to \$100 without first getting Executive Board approval; at the next scheduled meeting, must submit a receipt for the expense.
- Will preside at all meetings in which the President and Vice President are unable to attend.

Section IV: Responsibilities of the Treasurer/Co-Treasurer shall include but not be limited to the following:

- Attends all PTO meetings.
- Prepares financial reports for monthly PTO meetings.
- Manages bookkeeping software by timely entering checks and deposits.
- Fills check requests, makes payments and retains documentation accordingly.
- Verifies and tallies monies before depositing.
- Reconciles bank statements monthly.
- Provides cash box for committees as needed.
- Manages financial activity to assure budget adherence.
- Provides accountant with information needed for annual taxes.

- Serves as Chairperson of the Budget and Finance Committee. This Committee creates and submits a budget to the Executive Board for consideration at its April meeting. This Committee also reviews all requests for non-budgeted items and makes recommendations to the Executive Board for action on such requests. Expenditure of funds not listed on the budget will not be made without written request to this Committee and ultimate approval by the Executive Board.
- Has the authority to spend up to \$100 without first getting Executive Board approval; at the next scheduled meeting, must submit a receipt for the expense.
- Will preside at all meetings in which the President, Vice President and Secretary are unable to attend.
- Accounts shall be reviewed annually by an auditor or Auditing Committee of not less than three (3) members, who satisfied that the annual report is correct, shall sign a statement of that fact at the end of the report. The Auditing Committee shall consist of the North Windy Ridge School Financial Secretary, one (1) North Windy Ridge School teacher, and an outside qualified individual who shall be selected by the Executive Board at the May meeting.

Section V: All officers shall:

- a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- b. Deliver to their successors all official materials and supplies by the end of the school year, at which time the current board is generally relieved of duty. Such materials shall include resources essential for the functioning of the office or committee.
- c. Shall support all activities and functions of the organization.

Article VIII: Meetings

Section I: Regular meetings of the general membership shall be held at designated times throughout the year. Public notice of meetings shall be given at least seven (7) days before a meeting. A five (5) day notice of change of date shall be given when possible.

Section II: The Executive Board shall meet on a monthly basis.

Section III: The regular meeting held in May shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section IV: Special meetings of the membership may be called by the President and shall be called upon request of a majority of the membership. At least a five (5) day notice of such a special meeting shall be given.

Article IX: Executive Board

Section I: The Executive Board shall consist of the officers of the general membership; Chairpersons of the standing committees, the Principal and/or Assistant Principal or a representative appointed by him/her.

Section II: The Executive Board shall transact such business as may be referred to it by the membership; shall act in emergencies between meetings of the membership; shall fill vacancies in office; shall create standing committees; shall approve plans of work of standing committees; and shall report at the regular meetings of the membership.

Section III: Regular meetings of the Executive Board shall be held each month as outlined in Article VIII, Section II. Special meetings of the Board may be called by the President, and shall be called upon request of a majority of the members of the Board.

Section IV: No elected Executive Board member shall serve more than two (2) consecutive terms, in the same position, without consent of the Executive Board.

- a. The School Principal and/or Assistant Principal shall serve as a non-voting, ex-officio member of the Executive Board as a non-voting staff representative.
- b. The Principal shall appoint a teacher representative to serve as a member to the Executive Board.
- c. With the consent of the Nominating Committee and by subsequent election by the general membership, two (2) persons may job share the duties of any elected Executive Board position.

Section V: A majority of the Executive Board members shall constitute a quorum.

Article X: Committees

Section I: Membership: Committees may consist of members and Board members, with the President acting as an ex-officio member of all committees except the Nominating Committee.

Section II: Standing Committee: The following Standing Committees shall be held by the organization: Nominating, Budget and Finance, Auditing, Fundraising, Hospitality, Volunteer, Dinner Night, Spirit, Box Tops, Tools for Schools, and Communications.

- a) Chairpersons of all Standing Committees shall be members.
- b) Chairpersons will be nominated and elected in the same manner as officers as noted in Article VI, Section II.
- c) Chairpersons shall assume their duties on July 1, to coincide with the membership year of the PTO.

Section III: Special committees may be appointed by the President when such committees are deemed necessary by the Executive Board or the general membership.

Section IV: The quorum of any Committee shall be a majority of its members.

Article XI: Fiscal Year

The fiscal year of the general membership shall begin on July 1st and end on the following June 30th.

Article XII: Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XIII: 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. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws as approved by a majority vote at a meeting of the organization, or by a two-thirds vote of the Executive Board.

Article XIV – 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 director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms that such person:

- 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.

These By-Laws were adopted on 10/2/2014.