

Loganville-Springfield Parent Teacher Organization Bylaws (“Bylaws”)

ARTICLE I: NAME

The name of this organization shall be Loganville-Springfield Parent Teacher Organization (hereinafter referred to as “LS PTO”), located in York, Pennsylvania.

ARTICLE II: PURPOSE

The purposes of LS PTO are: to support and foster a safe, inclusive experience for all students, parents and staff of Loganville-Springfield Elementary School (hereinafter referred to as “School”); a collaboration and communication between School and home that will unify parents, staff and students as it works to provide extra activities while enhancing community spirit that encourages and celebrates students, staff and families.

ARTICLE III: BASIC POLICIES

Section 1. The organization shall be non-commercial, nonsectarian and nonpartisan.

Section 2. The organization shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotions of the objects of this organization.

Section 3. LS PTO shall not directly or indirectly participate or intervene in any way including the publishing or distributing of statement, 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.

Section 4. LS PTO shall work with the School to provide quality education for all children and seek to participate in the decision-making process establishing School policy, recognizing that legal responsibility to make decisions has been delegated by the people to boards of education.

Section 5. No part of the net earnings of LS PTO shall benefit or be distributed to its members, directors, trustees, officers, or other private persons except that LS PTO shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions to promote the purposes set forth in Article II.

Section 6. Notwithstanding any other provision of these articles, LS PTO shall not carry on any other activities not permitted to be carried on: (i) by an organization exempt from federal income tax under

Section 501(c) (3) of the Internal Revenue Code; or (ii) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

Section 7. No individual shall benefit from any funds of the organization. Should LS PTO dissolve, all funds will be conferred to the School.

Section 8. In addition to these Bylaws, day-to-day operations of LS PTO shall be governed by a set of Standard Operating Procedures (hereinafter referred to as "SOP"), which shall be determined by the Executive Board. If any provision of the SOP is found to be in conflict with the Bylaws, the Bylaws shall govern. The SOP shall be reviewed annually by the Executive Board; however, they may be amended at any time by the Executive Board upon notice at the next general meeting.

Section 9. Privacy Statement: In order to provide expedient communications and information, LS PTO must obtain personal information. This personal information may include name, address, email address, phone number and children's names. LS PTO recognizes the importance of safeguarding this information in order to protect our privacy. LS PTO shall not disclose information about current or former members to anyone except affiliated committees of the Dallastown Area School District (hereinafter referred to as "DASD"). With regard to photographs and videos of students and activities, LS PTO shall follow the policies set forth in the DASD Kindergarten-Third Grade Student & Parent Handbook.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Membership in LS PTO is available without regard to race, color, creed, or national origin to any parent, guardian, relative, or friend of a School student, School personnel, or any adult living within the School boundaries.

Section 2. LS PTO shall conduct an annual membership drive each school year, but may admit persons to membership at any time during the school year. Membership forms shall be made available at the first general meeting of the year and at every general meeting thereafter.

Section 3. Each member of LS PTO shall pay such annual dues to said organization as determined by the Executive Board and publicly announced before the first general meeting of each school year.

Section 4. Only members of this organization shall be eligible to participate in the voting meetings or serve in any of its elective or appointive positions.

Section 5. Proxy votes shall not be counted except under emergent situations determined by the Executive Board.

Section 6. Membership is valid for the duration of the Fiscal Year (as hereinafter defined in Article X, Section 1).

ARTICLE V: MEETINGS

Section 1. At least five (5) general meetings of LS PTO shall be held during the school year. Dates of the meetings, month and day, shall be determined by the Executive Board and announced at the first general meeting of the year.

Section 2. Special meetings of LS PTO may be called by the President or by a majority vote of the Executive Board.

Section 3. The annual meeting for the election of officers shall be held in April.

Section 4. Ten (10) members shall constitute a quorum for the transaction of business in any meeting of this organization.

ARTICLE VI: OFFICERS AND ELECTIONS

Section 1. Each officer shall be a member of LS PTO and have volunteer (or employee) clearances on file with DASD.

Section 2. Officers and their election

- a. The officers of LS PTO shall consist of: President, First Vice-President, Second Vice President, Secretary and Treasurer.
- b. Officers shall be elected by ballot at the annual meeting in April. However, if there is but one (1) nominee for any office, election for that office may be voice vote.
- c. Officers shall assume their official duties on July 1 and shall serve for a term of one (1) year.
- d. A person may only serve two (2) consecutive terms in any position on the Executive Board.
- e. A person shall be eligible to serve more than two (2) consecutive terms on the Executive Board ONLY if a successor cannot be found. If no successor is nominated or elected, the incumbent may serve longer than two (2) consecutive terms until a successor is nominated and elected.
- f. To be eligible for nomination to the office of President, a person must: (i) have served for one (1) year on the Executive Board of LS PTO or any PTO within DASD; (ii) have served as a committee chairperson for LS PTO; or (iii) be nominated with the recommendation from a principal within DASD or a current LS PTO officer.

Section 3. Nominating Committee

- a. There shall be a nominating committee composed of at least three (3) members and always an uneven number, who shall be elected by LS PTO at the general meeting in January. The

committee shall be chaired by an officer who is not seeking election to an office and as determined by majority vote of the Executive Board.

- b. The nominating committee shall nominate an eligible and qualified person for each office to be filled. Its nominees shall be announced at the general meeting in March, at which time additional nominations may be made from the floor.
- c. Only those persons who have signified their consent to serve if elected shall be nominated for/or elected to such office.
- d. Interested persons shall be given a copy and acknowledge receipt of the Bylaws and SOP before being nominated.
- e. The annual meeting for the election of officers shall be held in April.

Section 4. Vacancies

- a. A vacancy occurring in any office other than President shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board; notice of such election having been given by the President.
- b. In case of vacancy occurring in the office of President, the First Vice-President shall serve as President for the remainder of the term.

Section 5. Removal from office

If any member of the Executive Board shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the position with just cause by a majority vote of the Executive Board.

ARTICLE VII: DUTIES OF OFFICERS

Section 1. The President shall:

- a. Preside at all meetings of the organization.
- b. Perform such other duties as may be prescribed in these Bylaws or assigned by LS PTO or by the Executive Board.
- c. Be an ex officio member of all committees except the nominating committee if seeking another term as an officer.
- d. Coordinate the work of the officers and committees of the organization in order to promote the purposes set forth in Article II.
- e. Have a current copy of the Bylaws and SOP available for membership review.

Section 2. The First Vice-President shall:

- a. Act as an aide to the President.
- b. Perform the duties of the President in the absence or inability of that officer to serve.
- c. Advise and chair LS PTO-sponsored student assemblies and classroom activities.

Section 3. The Second Vice-President shall:

- a. Act as an aide to the President.
- b. Perform the duties of President in the absence or inability of that officer or the First Vice-President to serve.
- c. Conduct the annual LS PTO membership drive and maintain such membership records.
- d. Make the membership list available for reference at all meetings to validate membership for voting purposes.
- e. Validate volunteer clearances for members and non-members as volunteer tasks are being assigned/accepted.

Section 4. The Secretary shall:

- a. Record the minutes of all general meetings of LS PTO and the Executive Board.
- b. Have a current copy of the Bylaws and the SOP available for membership review.
- c. Present a written copy of the minutes from the previous meetings at each meeting, obtain approval from the general membership, and submit them to the principal of the School to be posted on the School website.
- d. Have at each meeting written records for at least the previous twelve (12) meetings available for review by members.
- e. Coordinate all LS PTO announcements and communications between committees, the Executive Board, students, staff and parents.
- f. Maintain correspondences and non-financial documents for LS PTO.

Section 5. The Treasurer shall:

- a. Have custody of all funds of LS PTO and keep a full and accurate account of receipts and expenditures.
- b. Present a proposed budget to be voted on by the general membership at the September meeting.
- c. Make disbursements as authorized by the Executive Board in accordance with the budget adopted by LS PTO. Anyone not adhering to expenditure and budget guidelines may be refused payment of their expenditure.
- d. Have checks signed by two (2) persons: the Treasurer and one other officer with signature authority at the bank.
- e. Present a financial statement at every meeting of LS PTO and at other times when requested by the Executive Board.
- f. Keep track of returned checks and invoice the payer for the amount of the returned check as well as the current bank charge. Reimbursement for a returned check must be in payment form other than a personal check.
- g. Prepare an annual report as set forth in Article X, Section 6.
- h. Engage a tax accountant to prepare the LS PTO year-end tax statement.

- i. Oversee cash turned in from committees or arrange for another officer to do so in case of absence.
- j. Keep track of fundraising products not paid for and/or not returned. Invoice responsible persons for the amount of the product or require/file a written statement in incidents of a stated loss of product.
- k. Update the bank charge for returned checks as often as needed in LS PTO documents and announce any such change at the next general meeting.

Section 6. All officers shall perform the duties outlined in these Bylaws and those assigned from time to time. Upon the expiration of the term of office or in case of resignation, each officer shall, within ten (10) days, turn over to the President all records, books and other materials pertaining to the office and return to the Treasurer all funds pertaining to the office.

ARTICLE VIII: OFFICERS AND EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the elected officers of LS PTO. The principal of the School shall be an ex officio member. The voting members shall consist of the elected officers only.

Section 2. The duties of the Executive Board shall be to:

- a. Transact necessary business in the intervals between general meetings and such other business as may be referred to it by LS PTO.
- b. Create committees, select chairpersons and approve the plans and work of the committees.
- c. Meet prior to the August general meeting to prepare and submit a budget for adoption for the year.
- d. Approve routine bills within the limits of the budget.
- e. Approve and present to general membership for vote any expenses in excess of \$100.00 over budget.
- f. Designate a depository for the funds of LS PTO.
- g. Annually review the Bylaws and present updates to the general membership for approval at any general meeting of LS PTO by two-thirds vote of the members present and voting, provided that notice shall have been given at least thirty (30) days prior to the meeting at which the amendment is voted upon.
- h. Annually review the SOP and update as necessary.
- i. Continuously determine and enforce the requirements of volunteer clearances for LS PTO activities in accordance with the laws of the Commonwealth of Pennsylvania, in coordination with the policies and principal of the School, and in protection of LS PTO.

Section 3. Regular meetings of the Executive Board shall be held during the school year, at a time to be fixed by the board at its first meeting of the year. A majority of the Executive Board members shall

constitute a quorum when deciding a meeting. Special meetings of the Executive Board may be called by the President or by a majority of the members of the board.

Section 4. The Executive Board shall seek approval from the general membership on matters as stated herein. The Executive Board cannot disobey any vote made by the general membership or act outside of their prescribed duties. If it does so, the general membership may counteract the Executive Board.

ARTICLE IX: COMMITTEES

Section 1. Committees may consist of general members and Executive Board members, with the President acting as an ex officio member of all committees. Members may volunteer for or shall be assigned as committee chairpersons by the Executive Board. The term for committee chairpersons shall be one (1) year unless appointed by the Executive Board for additional consecutive terms.

Section 2. Committee chairpersons shall be a member of LS PTO and have volunteer (or employee) clearances on file with DASD.

Section 3. Committees shall be created or changed by the Executive Board as may be required to promote the purposes set forth in Article II herein. The chairperson of each committee shall communicate committee activities and seek approval from the Executive Board for any amendments to the committee's usual activities.

Section 4. Chairpersons and members of each committee shall follow the Bylaws and SOP.

Section 5. Upon the expiration of his/her term or in case of resignation, each chairperson shall, within ten (10) days, turn over to the Executive Board all records, books and other materials pertaining to the committee and return to the Treasurer all funds pertaining to the committee.

Section 6. If any chairperson shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the position with just cause by a majority vote of the Executive Board.

ARTICLE X: FINANCES

Section 1. The fiscal year of LS PTO shall be from July 1 to June 30 inclusive (hereinafter referred to as "Fiscal Year").

Section 2. Any person who has a check returned from the bank for payment of any kind will be charged the current fee charged to LS PTO by its bank. The Treasurer or President has the right to deny any future payments by check from such persons(s) for up to two (2) years from the date the payment is received in full or indefinitely if payment is never received.

Section 3. Any receipts for expenses must be submitted to the Treasurer for reimbursement prior to the June general meeting.

Section 4. The Executive Board shall approve all expenses of the organization.

Section 5. Two (2) authorized signatures shall be required on each check, with one being the Treasurer. Authorized signers can be any member of the Executive Board, chosen prior to the August general meeting.

Section 6. The Treasurer shall prepare an annual report within one (1) month of the end of the Fiscal Year, to be audited by the newly elected Executive Board, three of whom must not have been authorized to sign checks during such Fiscal Year. The Executive Board may elect general members by majority vote to serve in the auditing process in order to replace any officers with prior authorization to sign checks. If satisfied that the Treasurer's annual report is correct, such members shall sign a statement to that fact at the end of the report and forward it to the DASD Business Office.

Section 7. Upon dissolution of the organization, any remaining funds shall be used to pay any outstanding bills before the balance is turned over to the School.

Section 8. The Treasurer or another officer and one (1) other person shall be present when receiving payments to LS PTO and both signatures shall be required on the PTO Payment Deposit Form.

Section 9: A PTO Reimbursement Form and all related receipts shall be required for all reimbursements. Two (2) signatures shall be required: one by the appropriate committee chairperson and the other by an officer. Chairpersons and officers may not approve their own reimbursements; in such case, a second officer's approval shall be required.

Section 10: All IRS forms and documents from the previous three (3) years must be made available within fourteen (14) days of any written request. Documents shall be reviewed in the presence of the Treasurer or any other officer. No copies shall be permitted without a majority vote of the Executive Board.

Section 11: All purchases and fundraisers shall be approved by the general membership. If a purchase or fundraising commitment must be made for the next Fiscal Year, the information shall be presented to the general membership for approval. Any related payments shall be submitted prior to the June general meeting and paid within the Fiscal Year when the vote was taken.

ARTICLE XI: PARLIMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern LS PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended at any general meeting of LS PTO by two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least thirty (30) days prior to the meeting at which the amendment is voted upon.

Addendum A

Conflict Of Interest Policy

ARTICLE I: PURPOSE

The purpose of the conflict of interest policy is to protect the interests of the Loganville-Springfield Parent Teacher Organization (hereinafter referred to as "LS PTO"), located in York, Pennsylvania, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of LS PTO 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.

ARTICLE II: DEFINITIONS

Section 1. Interested Person

Any member of the Executive Board, 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.

Section 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 LS PTO has a transaction or arrangement,
- b. A compensation arrangement with LS PTO or with any entity or individual with which LS PTO 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 LS PTO 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

Section 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.

Section 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.

Section 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 LS PTO 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 LS PTO'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.

Section 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 or committee 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

Section 1. A voting member of the governing board who receives compensation, directly or indirectly, from LS PTO for services is precluded from voting on matters pertaining to that member's compensation.

Section 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LS PTO for services is precluded from voting on matters pertaining to that member's compensation.

Section 3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LS PTO, 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 LS PTO is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

ARTICLE VII: PERIODIC REVIEWS

To ensure LS PTO 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, 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 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 in an excess benefit transaction.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

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

Approved by general membership of LS PTO.

Date of Approval: November 3, 2016

President's Signature: /s/ Jennifer Salla

President's Name: Jennifer Salla