

Bylaws of Windom PTO, Inc.

Article I – Name

The name of the organization shall be Windom PTO, Inc.

Article II – Purpose

The corporation is organized for the purpose of supporting the education of children at Windom School in the following ways:

- Fostering relationships among the students, parents and teachers at Windom School.
- Enhancing the educational facilities and opportunities for the students of Windom School that are not otherwise provided for in the school's budget.

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 and any staff member 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 at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be up to two (2) chair or co-chairpersons, secretary and treasurer.

- a. Chair or Co-chairpersons. The (co)-chairpersons shall preside over meetings of the organization and executive board, serve as the primary contacts for the principal, represent the organization at meetings outside the organization, serve as ex officio members 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.
- b. Secretary. The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list and any other necessary supplies, and brings them to meetings.

c. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of 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.

Section 2. Nominations and Elections. Elections will be held annually. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. Terms of office. Officers are elected for one year.

Section 5. Vacancies. If there is a vacancy in any 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 – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be held once per month, typically the third week of the month, during the school year. Meetings will be held at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

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 and/or phone calls.

Section 3. Quorum. The quorum shall be 11 members of the organization.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of 7 Board Members: the PTO Co-Chairs, the Treasurer, the Secretary, the Principal (or Principal's designee) and two at-large Board Members.

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.

Section 3. Meetings. Meetings shall be held as needed, 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 chairperson(s) acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Finance/Fundraising, Communications, Community Building, Classroom Enrichment, Marketing/Recruitment, and Advocacy. The Executive Board reserves the ability to condense or split any of the above committees to best manage volunteer resources.

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

Article VIII – Finances

Section 1. A tentative budget shall be drafted in the spring for the following school year and then approved by a majority vote of the members present at the first general PTO meeting of the school year.

Section 2. The treasurer shall keep accurate records of any disbursements, income and bank account information.

Section 3. The board shall approve all expenses of the organization that fall outside of the budget or exceed budgeted amount by more than 10%.

Section 4. Depository accounts may be established as deemed necessary by the treasurer and/or finance committee.

Section 5. A Legacy Fund may be maintained for projects that provide a permanent or long-term benefit to the school. Legacy Fund expenditures shall be approved during the regular budget process or through a majority vote of the members present at a regular (or special) PTO meeting.

Section 6. One authorized signature shall be required on each check. Two authorized signatures shall be required for all withdrawals from the Legacy Fund. Authorized signers shall be the treasurer and the secretary. Additional signers may be authorized as deemed necessary by the Executive Board.

Section 7. The treasurer shall prepare a financial statement at the end of the year to be reviewed by the audit committee.

Section 8. Upon 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 or its member-recognized successor institution.

Section 9. The fiscal year shall coordinate with the school year.

Article IX – Parliamentary Authority

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

Article X – Standing Rules

The Executive Board may approve standing rules, 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 may be given by postal mail, by flyer, email or

fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Conflicts of Interest

The organization has adopted a Conflicts of Interest Policy hereby attached to these bylaws as Exhibit A.

Bylaws adopted by Windom PTO, Inc. on October 15, 2007 and updated as of May 17, 2011.

Exhibit A

Conflicts of Interest Policy

Article I – Purpose

The purpose of the conflict of interest policy is to protect Windom PTO, Inc.’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.

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 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.
 - 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 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.
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 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.

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 Organization 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 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, 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, the Organization 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.