

INDIAN HILL SCHOOL DISTRICT PTO CODE OF REGULATIONS/BYLAWS

Article I – Name

Section 1. Name. The name of the organization is the Indian Hill School District Parent Teacher Organization, hereinafter referred to as the “IH PTO.”

Section 2. Office. The principal office of the IH PTO shall be located in the County of Hamilton, State of Ohio.

Section 3. Not-for-Profit Status.

i. All of the assets and earnings of the IH PTO shall be used exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and any successor Internal Revenue laws of the United States of America.

ii. No part of the net earnings of the IH PTO shall benefit or be distributable to any officers or other private persons, except that the IH PTO is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Article II – Purpose

The IH PTO is organized for the purpose of supporting the education of children at all Indian Hill Schools by fostering relationships among the school, parents, and teachers.

Article III – Members

Section 1. Any parent, guardian, or other primary caregiver (e.g. a grandparent) that pays annual dues may be a member and have voting rights. The principals and any teacher employed at the school may be a member and have voting rights.

Section 2. Dues will be established by the Executive Board (“EB”), which consists of the officers of the IH PTO. A member (one per family) must have paid his or her dues prior to any meeting to be considered a member in good standing with voting rights.

Section 3. Programs Chairs. Programs Chairs (one at each school) are members that assist the respective school director (as defined in Article IV, Section 1.h.) in filling volunteer positions for the following school year; help the membership chair with the IH PTO membership drive; coordinate room parent presentations for all grade levels; help the treasurer make sure individual committee budgets are maintained; are selected as part of the nominating committee process; are not officers and do not come to EB meetings; understand that the term for this position is for one year, with the assumption that the

following year the Programs Chairs become the directors at their respective schools.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be the president, vice president, treasurer, capital grants treasurer, membership chair, communications chair, communications secretary, and school directors (one for each of the four schools).

- a. President. The president serves as the leader and key contact for the IH PTO; presides at all IH PTO meetings, ex-officio member of most committees; is a member of the steering committee for the district coordination group; appoints chairpersons for special committees subject to EB approval; coordinates the work of the officers and committees so that the IH PTO's objectives can be met.
- b. Vice President. The vice president acts as an aide to the president; performs the duties of the president in the absence or inability of that officer to serve; assumes other responsibilities as assigned by the executive board; is willing to serve as president the following year.
- c. Treasurer. The treasurer is responsible for, and has custody of, IH PTO funds, including After Prom and Capital Grants, starting with the IH PTO fiscal year; makes timely disbursements as properly authorized; assures that IH PTO policies and best practices are followed; is willing to have a background check; prepares financial reports for each meeting and a summary report at the end of the IH PTO fiscal year; prepares the books for audit and supervises preparation of appropriate state and federal tax forms annually, including IRS Form 1023 and copies of the organization's annual information returns (currently IRS Form 990 or 990EZ); follows all state and federal laws regarding members' rights to view all tax forms ; works with Program Chairs (as defined in Article III, Section 3) to make sure individual committee budgets are maintained.
- d. Capital Grants Treasurer. The capital grants treasurer has access to capital grants funds at the beginning of each fiscal year (as defined in Article VIII, Section 7); coordinates with the principals at each school; distributes approved capital grant funds; is willing to have a background check; reports monthly to IH PTO treasurer; acts as a liaison with other Indian Hill School District support groups.
- e. Membership Chair. The membership chair organizes the annual IH PTO membership drive and the on-going process to encourage membership; maintains membership records; coordinates end-of-year school supply orders with the school supply chairperson; and provides sign-up opportunities at each IH PTO meeting.

f. Communications Chair. The communications chair maintains the IH PTO web site; submits emails and announcements to the District Director of Communications via the district's listserv; acts as a liaison with other Indian Hill School District support groups.

g. Communications Secretary. The communications secretary takes all meeting minutes at both EB and general meetings; forwards them to the communications chair within one week to place on the web site; writes thank-you notes.

h. School Director. Each school director (one for each of the four schools) maintains contact with the respective principal; appoints and works with respective Program Chairs (as defined in Article III, Section 3) to fill volunteer positions; reports school activities to the IH PTO Board; alternates attendance at Board of Education meetings.

Section 2. Nominations and Elections. Nominations for the IH PTO Board shall be conducted by a nominating committee ("NC"). The NC shall be chaired by the current school year President, whose position will be participatory but non-voting.

The voting NC members shall include the current school year Vice-President (who will be President the following school year), the current four school directors, and four non-board members (one from each of the four schools). The NC will solicit nominations from the general membership via NC form and will deliberate in February and March to present a slate of candidates for each office at the spring IH PTO meeting. The elections will be held at the spring meeting, at which time nominations may also be made 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. Elections pass by a majority vote of members in good standing who are present at the meeting when the vote is taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the NC presents its slate. Members must indicate a willingness to serve before they are nominated for election to office by the NC or by the general membership at the spring meeting.

Section 4. Terms of Office. Officers' terms begin at the start of the IH PTO fiscal year (as defined in Article VIII, Section 7). The president's term is for one year. The vice-president's term is for one year, with the assumption of the presidency for the following year. Each school director term is for one year. The following officers are elected for one year and may serve up to three consecutive terms in the same office: Treasurer, Capital Grants Treasurer, Membership Chair, Communications Chair, Communications Secretary. Each person elected shall hold only one office at a time.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the president or communications secretary of the IH PTO. The resignation will be effective upon receipt of the notice by the IH PTO.

Section 6. Removal. An officer may be removed from office by a two-thirds vote of the remaining officers, with reasonable cause, at an EB meeting. Removal will occur automatically upon the date of the action of the EB.

Section 7. Vacancies. A vacancy caused by removal or resignation shall be handled as follows: If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled EB meeting, a new vice president will be elected. If there is a vacancy in any other office, the NC will fill the vacancy by committee recommendation to the EB and then through an election at the next regular EB meeting.

Section 8. Receipt of Property. On behalf of the IH PTO, the officers may receive and accept property by way of fundraising activities, gift, grant, bequest or devise, from any person, foundation, corporation, either public or private, governmental instrumentality, or otherwise. No gift, grant, bequest or devise of any such property shall be received and accepted if it shall, in the opinion of the officers, jeopardize the IH PTO's not-for-profit status.

Article V – Meetings

Section 1. General Membership Meetings. General meetings will take place as recommended by the officers, but no less than three times a year, at places and times specified by the IH PTO board.

Section 2. 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 communications secretary. Notice of the special meeting shall be sent to the members at least ten days prior to the meeting, by flyer, email or phone calls.

Section 3. Quorum. The quorum at any general meeting consists of the number of voting members present.

Article VI – Executive Board

Section 1. Membership. The officers, as outlined in Article IV, function as the Executive Board (“EB”).

Section 2. Duties. The duties of the EB shall be to transact business between meetings in preparation for the general meetings, 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. Board Meetings. Board meetings will take place as set by the calendar during the course of the fiscal year, at places and times to be set by the EB. Special meetings of the EB may be called by any two board members, with a 24-hour notice by email and phone.

Section 4. Quorum. A quorum for the EB consists of a majority of the officers.

Section 5. Liability, Indemnification and Insurance.

i. Liability. The officers of the IH PTO shall not be held liable or responsible for contracts, debts or defaults of the IH PTO in any sum whatsoever, nor shall any mere informality in the IH PTO have the effect of rendering these bylaws null or void or of exposing the officers to any liability.

ii. Indemnification. IH PTO shall indemnify any person who was, or is, a party in any legal action by reason of the fact that the person is, or was, an officer of the IH PTO and who acted in good faith and in a manner that the person reasonably believed to be in the best interests of the IH PTO.

iii. Liability Insurance. The IH PTO shall purchase and maintain liability insurance on behalf of the officers or agents of the IH PTO.

Article VII – Committees and Chairpersons

Section 1. Membership. Committees may consist of members and EB members, with the president acting as an ex-officio member of all committees; may be appointed as needed; are required to have a chairperson selected by the EB.

Section 2. All committee members and chairpersons shall be current dues-paying members of the IH PTO.

Article VIII – Finances

Section 1. Budget. A tentative budget shall be drafted in the spring of the previous fiscal year and submitted for approval at the last meeting of the previous fiscal year. Approval shall be by a majority vote of the members present.

Section 2. Financial Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information, which shall be available for review when requested. Monthly financial reports shall be presented to the EB, and a full report shall be presented to the general membership at each IH PTO meeting.

Section 3. Expenses and Deposits. The EB shall approve all expenses of the organization. Any funds not being immediately used shall be promptly deposited to the credit of IH PTO in such banks, trust companies or other depositories as the EB may deem appropriate.

Section 4. Authorized Signatures. Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers shall be the president,

vice-president, treasurer, and capital grants treasurer. No authorized signatory may write a check to themselves.

Section 5. Financial Statements. The treasurer shall prepare a financial statement at the end of the year, and may request that a budget committee be appointed to assist with the financial statements.

Section 6. Funds upon Dissolution. Upon the dissolution of the IH PTO, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school district.

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

Section 8. The EB may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of the IH PTO, as limited by these Regulations.

Section 9. Capital Grants

i. Purpose: The purpose of Capital Grants ("CG") is to enhance our schools by providing learning opportunities that cannot be offered through normal Indian Hill School District budget avenues. Priority will be given to innovative and creative opportunities that enrich a large number of our students.

ii. Procedure: Principals from all four schools will come up with grant requests that will be presented to the EB. The EB will discuss the requests and approve those that further the stated purpose in (i.) above, subject to budgetary constraints.

iii. Coordination: The capital grants treasurer will then act as a liaison with the representatives of other school support groups (such as Boosters) and determine if any additional requests may be granted.

Article IX – Parliamentary Authority

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

Article X – Standing Rules

Standing rules may be approved by the EB, and the communications secretary shall keep a record of the standing rules for future reference.

Article XI – Dissolution

The IH PTO may be dissolved in accordance with the applicable provisions of the Ohio Nonprofit Corporation Law, the Articles of Incorporation and these Regulations with previous notice (14 calendar days) and a two-thirds vote of those members present at the meeting. Upon dissolution, any property and

assets, of any nature, shall be transferred in accordance with the provisions of the Articles of Incorporation. Any funds shall be used as stated in Section 6 of Article VIII.

Article XII – Amendments

The Articles of Incorporation or bylaws/regulations of the IH PTO may be amended at any regular or special meeting, provided that a week’s notice is posted publicly prior to the next scheduled meeting and then sent to all members of the organization by the communications secretary. Notice will be given by mail or email. Amendments will be approved by a quorum present at a meeting.

Article XIII – Conflict of Interest Policy

Section 1. Purpose. The purpose of the Conflict of Interest Policy is to protect the IH PTO’s interest when it is contemplating entering into a transaction or arrangement that might also benefit the private interest of an officer or director of the IH 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 conflicts 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 IH PTO has a transaction or arrangement;
 - ii. A compensation arrangement with the IH PTO or with any entity or individual with which the IH PTO 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 IH PTO is negotiating a transaction or arrangement.

“*Compensation*” includes direct and indirect remuneration, as well as gifts or favors, benefits, perquisites and reimbursements for personal expenses that are substantial.

A Financial Interest is not necessarily a conflict of interest. Under Article XIII, 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 and nature of his or her Financial Interest to the EB or special committees with board-delegated powers (e.g., conflicts or executive committees) considering the proposed transaction or arrangement, and be given the opportunity to disclose all material facts.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, the Interested Person shall leave the governing board or committee meeting while the Financial Interest is discussed and the determination of a conflict of interest is discussed and voted upon. The remaining EB or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. 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.

ii. After exercising due diligence, the governing board or committee shall determine whether the IH 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.

iii. 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 or officers whether the transaction or arrangement is in the IH 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.

d. Violations of the Conflict of Interest Policy.

i. If the EB 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 EB or committee determines that the

member is an Interested Person and 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 EB 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 EB'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; any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether the compensation is received directly or indirectly, from the IH PTO.
- b. The IH PTO shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances.

Section 6. Annual Statements.

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

- Has received a copy of the conflict of interest policy (contained in Article XIII of these bylaws/Regulations);
 - 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 IH 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 objectively reasonable 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 an excess benefit transaction.

Section 8. Use of Outside Consultants. When conducting the periodic reviews as provided for in Article XIII, Section 7, the IH PTO may, but need not, use outside advisers and consultants. If outside experts are used, their use shall not relieve the EB of its responsibility for ensuring that periodic reviews are conducted.

Article XIV - Books and Records

The IH PTO shall keep correct and complete books and records of account and minutes of the proceedings of its general meetings and EB meetings. All books and records of the IH PTO may be inspected by any officer or general member for any proper purpose at any reasonable time. All books and records shall be maintained by the communications secretary.

Article XV – Effective Date

This Code of Regulations/Bylaws shall be effective as of May 31, 2011.