

**Article I: Name, Description, and Purpose**

1. **Section 1: Name** – The name of the organization shall be the Shoally Creek Elementary (SCE) PTO. The PTO is located at Shoally Creek Elementary, 3777 Parris Bridge Road, Boiling Springs, SC 29316
2. **Section 2: Description** – The SCE PTO is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.
3. **Section 3: Purpose** – The purpose of the SCE PTO is to enhance and support the educational experience at Shoally Creek Elementary, to develop a closer connection between school and home by encouraging parent involvement, and to improve the environment at Shoally Creek Elementary through volunteer and financial support.

**Article II: Membership**

1. **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 teacher employed at the school may be a member and have voting rights.
2. **Section 2:** Dues will be established by the executive board. A member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights. The dues for the SCE PTO is $5 per person.

**Article III: Officers and Elections**

1. **Section 1: Executive Board** – The Executive Board shall consist of the following officers; President, Vice President, Secretary, and Treasurer. The school Principal, or his/her designee, is a voting member of the Executive Board.
2. **Section 2: Term of Office** – Officers are elected for one year and may serve no more than two consecutive terms in the same office. Each person elected shall hold only one office at a time.



1. **Section 3: Qualifications/Eligibility** – Any PTO member in good standing may become an officer of the PTO.
2. **Section 4: Board Meetings** – The Executive Board shall meet monthly during the school year, or at the discretion of the President.
3. **Section 5:** **Removal** – An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board.
4. **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. If there is a vacancy in any other office, the Executive Board shall appoint a PTO member to fill the vacancy for the remainder of the officer’s term.
5. **Section 7: Duties** (includes Executive Board and the positions representing it)**.**
6. Executive Board: Develop the PTO’s annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, and approve by majority vote of the Board unbudgeted expenditures.
7. 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.
8. 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.
9. Secretary: The secretary shall keep all records of the organization, take and record minutes, prepare the agenda for official PTO meetings, 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.
10. 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.



1. **Section 8: Nominations and Elections** – The nominating committee will poll PTO members to see who would interested in running for a position, then organize and present the slate at a meeting held one month prior to the election. At that meeting, nominations will be solidified and a ballot vote will be produced and processed for the election of new officers for the next school year. Elections will be held at the second to last meeting of the school year.

**Article IV: Meetings**

1. **Section 1: General Meetings** – General PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.
2. **Section 2: Voting** – Each member in attendance at a PTO meeting is eligible to vote, one vote per household. Absentee and proxy votes are not allowed.
3. **Section 3: Quorum** – Three members of the Executive Board and 10 members of the PTO present constitute a quorum for the purpose of voting.

**Article V: Committees**

1. **Section 1: Membership** – This committee may consist of members and board members, with the president acting as an ex officio member of all committees.
2. **Section 2: Standing Committees** – The following committees shall be held by the organization: Volunteering, Membership, Communications (Bilingual if possible), Fundraising, Hospitality, School/Family Events, Social Media/Web Design, Nominating, and Auditing.
3. **Section 3: Additional Committees** – The board may appoint additional committees as needed.

**Article VI: Financial Policies**

1. **Section 1:** A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.
2. **Section 2:** The treasurer shall keep accurate records of any disbursements, income, and bank account information.



1. **Section 3:** The board shall approve all expenses of the organization.
2. **Section 4:** Two authorized signatures shall be required on each check over the amount of $200. Authorized signers shall be the president, treasurer, and principal.
3. **Section 5:** In regards to fundraising, the Shoally Creek Elementary PTO will strive to raise funds to cover its annual budget, and no more. In its inaugural year, the SCE PTO will use funds to assist in the upstart of the organization to ensure it stays viable and in well running position for the future. The SCE PTO will strive to use the money raised in one year to benefit the school in the same year, other than a practical amount of funds to carry into the start of the next school year. Special fundraising programs can be approved to raise extraordinary funding for long-term capital projects. Shoally Creek Elementary PTO funds will always be used in accordance with its mission.
4. **Section 6:** The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.
5. **Section 7:** Upon the 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.
6. **Section 8:** The fiscal year shall coordinate with the school year.

**Article VII: Parliamentary Authority –** Robert’s Rules of Order shall govern meetings when they are not in conflict with the organization’s bylaws.

**Article VIII: 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 IX: Bylaws 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. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

**Article X: Conflict of Interest Policy**

1. **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 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.



1. **Section 2 – Definitions** (provided below)**:**
2. **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.
3. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

* An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
* A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
* 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.
* *Special Note – A financial interest is not necessarily a conflict of interest. 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.*

1. **Section 3 – Procedures** (see below)**:**
2. **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.



1. **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.
2. **Procedures for Addressing the Conflict of Interest** (see the process below)**.**

* 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.
* 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.
* 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.
* 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 the transaction or arrangement.



1. **Violations of the Conflict of Interest Policy** (see details below)**.**

* 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.
* 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.

1. **Section 4 – Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain: (see below)**:**
2. 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.
3. 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.
4. **Section 5 – Compensation** (see below)**:**
5. 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.
6. 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.



1. 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.
2. **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;
* 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.

1. **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 minimum, include the following subjects:

* Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm’s length bargaining.
* 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.



1. **Section 8 – Use of Outside Experts** (see below)**:**

* 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.

**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.

Date Bylaws Adopted: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signatures: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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