

BYLAWS OF THE GOLD HILL MIDDLE SCHOOL PARENT TEACHER ORGANIZATION (GHMSPTO)

October 1, 2021

Article I. Name

The name of this organization shall be the Gold Hill Middle School Parent Teacher Organization to be referred to as "Gold Hill Middle School PTO."

Article II. Vision/Mission

A. Vision

The creation of a cooperative relationship among the Gold Hill Middle School PTO, students, families, teachers and administrators of the Gold Hill Middle School will ensure educational excellence, promote the well-being of children, and strengthen the entire community.

B. Mission

The Mission of the Gold Hill Middle School PTO is to provide a bridge between the home and school so that parents/guardians, teachers, and administrators may work together in a cooperative environment to enhance and enrich the educational experience of all students attending the Gold Hill Middle School. The Gold Hill Middle School PTO will provide resources for educational, social, and recreational needs, and promote open communication among and between all members of the Gold Hill Middle School community.

Article III. Advocacy

The Gold Hill Middle School PTO shall not endorse a commercial enterprise or political candidate. The name of the Gold Hill Middle School PTO or the names of any of its officers shall not be used in any partisan interest, or for any purpose other than the regular work of the organization. The Gold Hill Middle School PTO may submit recommendations and suggestions to the administration of the Gold Hill Middle School regarding the administration and policies of the school.

Article IV. Bylaws

A. Process for approval

A proposed set of bylaws will be presented at a regular meeting of the PTO or provided by e-mail or backpack upon request. Once the members present at the meeting approve a draft by majority vote, the approved draft will be put in final form and remain in effect as the official bylaws unless and until duly amended.

B. Date of effect

The Bylaws will be in effect from the date they are approved until amended or dissolved.

C. Amendment of Bylaws Process of amendment:

1. Any member may propose an amendment by submitting it to the Executive Committee to be put on the agenda for the next PTO meeting or by bringing it up from the floor

at that PTO meeting. After initial discussion at the PTO meeting, if necessary an ad-hoc committee can be appointed to clarify the amendment.

2. Notice of the proposed amendment will be included in the agenda of the next PTO meeting and posted on the PTO website at least 7 calendar days prior to the meeting.

3. Approval of proposed changes-An amendment needs approval from a majority of the total ballots received by members present at the meeting to be adopted. The Bylaws and all amendments will be made available to all members upon request.

4. A review of the current Bylaws should be conducted every two (2) years.

Article V. Membership

A. Membership: All parents/guardians of students who currently attend the Gold Hill Middle School and all current faculty and staff are members of the Gold Hill Middle School PTO. Members may attend all Gold Hill Middle School PTO meetings and request information regarding actions of the Gold Hill Middle School PTO.

B. Voting: All members listed under Membership are Voting Members who may vote on all issues before the Gold Hill Middle School PTO, introduce motions, debate the merits of motions before the Gold Hill Middle School PTO, to elect officers, and to hold office. Each member gets one vote.

C. Bylaws: All Gold Hill Middle School PTO members agree to comply with the guidelines established by these Bylaws.

Article VI. Meetings

A. General Meetings

The Gold Hill Middle School PTO will hold a minimum of 5 general membership/regular meetings a year. The Executive Committee is responsible for determining the time and location of the meetings. Notices of the meetings and their agenda will be posted on the PTO website. Emergency meetings can be called by the Executive Committee if there is a pressing need that cannot wait until the next regularly scheduled meeting. The Executive Committee must give one week's notice of the meeting date and time through posting to the PTO website.

B. Annual Meetings

The annual meeting will be held at the April general membership meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

C. Meetings

A sign in for members will be completed at meetings and decisions will be made by a majority vote of those present at the meetings except as provided for amending the PTO bylaws. In addition, there will be a review of the standing committees for additions or deletions for the next year. All PTO, Committee, and Executive Committee meetings are open to all members. The only exception is that the Executive Committee can go into executive session when needed for confidentiality reasons.

Article VII. Organizational Structure

A. Gold Hill Middle School PTO shall be comprised of Members, various standing and ad hoc committees, and an Executive Committee.

B. Committee Membership and Meetings.

1. Committees shall consist of members of the Gold Hill Middle School PTO.

2. A Committee will consist of a chair/co-chair and should consist of a minimum of 3 members. If three members cannot be secured, the committee may continue its efforts, but must be open to membership.

3. Members may be on more than one committee.

4. PTO members are welcome at all committee meetings regardless of committee membership, with the exception of the Executive Committee meeting in executive session.

5. Committees will distribute information with the goal of making information accessible to every member

C. Committee Chairs

1. Committees chairs shall be selected by the Executive Committee.

2. General Duties of All Committee Chairs:

a. Coordinate committee members and coordinate recruitment of additional volunteer members as needed;

b. Give updates for PTO meetings;

c. Submit recommendations or suggestions to Executive Committee for PTO action;

d. Contact treasurer monthly or as needed;

e. Abide and enforce the bylaws; and

f. Deliver to their successors all official materials in their possession, including pending topics, within ten (10) calendar days after the expiration of their term in office.

D. The Executive Committee

1. The Executive Committee shall consist of at least one President, one Vice-President, one Secretary, and one Treasurer.

The Gold Hill Middle School Principal shall serve as an Executive Committee member, but shall not have a voting right.

If possible, there should be two Presidents and two Vice-Presidents. The nominating committee shall seek to fill both (2) positions for President and Vice-President, but may have one if no other qualified or interested person can be proposed and selected.

2. The Executive Committee may appoint a Monitor as a nonvoting member.

3. The purpose of the Executive Committee is to:

- a. Carry out the mission and vision of the PTO;
- b. Transact necessary business in the intervals between organization meetings;
- c. Transact business as may be referred to it by the organization;
- d. Create and support standing and ad-hoc committees;
- e. Present a report at the regular meetings of the organization;
- f. Approve bills according to Article VIII; and
- g. Facilitate the creation of the annual budget

4. Voting by the Executive Committee.

- a. Each member of the Executive Committee will have one vote.
- b. A total of 3 votes shall constitute a quorum.

5. Duties of the Executive Committee:

a. The Executive Committee shall:

- i. Fulfill all duties under the Bylaws;
- ii. Review the Bylaws annually;
- iii. Prepare the agenda for the PTO meetings;
- iv. Distribute information with the goal of making information accessible to every member.

b. Duties of the Executive Committee President:

- i. Preside over Gold Hill Middle School PTO Meetings;
- ii. Help coordinate activities of Committee Chairpersons;
- iii. Appoint additional ad-hoc committees as necessary;
- iv. Shall work with/or serve as webmaster to ensure that the website is up-to-date and accurate, and
- v. Generally supervise the interests of the organization and serve as ex-officio member of all committees.

c. Duties of the Executive Committee Secretary:

i. Keep the minutes of all general PTO and Executive Committee meetings;

ii. Keep copies of the bylaws; and

iii. Maintain custody of all documents belonging to the organization, except those currently necessary to the work of other officers and chairpersons.

iv. Update the PTO website with PTO events and news and coordinating PTO news student handout distributions with McGlynn Middle School staff;

v. Serve as chair of the Nominating Committee; and,

vi. Abide with the PTO bylaws.

d. Duties of the Executive Committee Treasurer:

i. Establish and maintain bank accounts, including the PTO's checking account

ii. Receive all and deposit monies collected by the Gold Hill Middle School PTO;

iii. Keep a record of receipts and expenditures;

iv. Pay out funds in accordance with the approved budget as authorized by the organization and policies established by these Bylaws:

v. Get appropriate insurance and bonding for officers and organization:

vi. File all necessary tax and legal documents;

vii. Present a basic financial statement at every meeting of the organization, a detailed statement when requested by the Executive Committee, and a full report at the final meeting; and

viii. Make available the accounts and all supporting documentation to the Monitor on a quarterly basis, at a minimum;

ix. Oversee the creation of the annual PTO budget in conjunction with the Executive Committee, beginning in the spring with a draft budget to be presented to the incoming Executive Committee in June (The budget will be refined and presented at the first PTO meeting of the year, after being circulated to the Executive Committee in advance of this meeting. This budget should include some uncommitted funds for new ideas or projects that may arise);

x. Provide a review of records at any time on request of any Executive Committee member or request of ten (10) members; and

xi. Abide with PTO bylaws, particularly Article VIII, Finances.

e. Duties of the Vice-President

i. Serve as an advisor to the President and assist in duties and obligations as assigned by the President.

ii. Shall shall act as President in the absence of the President.

iii. Shall oversee school committees

iv. Shall oversee membership of the organization.

5. Standing and Ad Hoc Committees

a. The Gold Hill Middle School PTO Committees can consist of, but are not limited to the following standing committees: Events, Fundraising, Dog Pound, Nominating, Teacher Appreciation, Spirit Nights, Spirit Wear, and others as deemed appropriate and necessary by the Executive Committee. The organizers of the following matters will report to the appropriate standing committee, who, in turn, will report to the Executive Committee

b. The Nominating Committee shall gather every March and April to coordinate the nominations for the Executive Committee for the following year. The slate for Executive Committee positions must be approved and presented to the general membership at least seven (7) days prior to Annual meeting. The Nomination Committee will be led by the Executive Committee Secretary and consist of three (3) other members. The members will be voted on and may serve consecutive terms. The members must be active, good standing members of the Gold Hill Middle School PTO.

6. Terms of Positions

a. All Executive Committee positions and committee chairs are elected for one school year with the option to run for reelection for a second consecutive year.

b. Terms begin on July 1st and end on June 30th, a year later.

7. Resignation, Vacancies and Removal

a. Resignation: Any committee chair or Executive Committee member who wishes to resign must submit their resignation in writing or by email to an Executive Committee Co-Chairperson.

b. Vacancies: Vacancies on the Executive Committee will be filled to serve on an interim basis by a majority vote of the remaining members of the Executive Committee. The PTO will hold an election to fill the vacant office for the remainder of the term at the next PTO meeting. The Executive Committee will fill committee chair vacancies.

c. Removal: Any Executive Committee member and any committee chair may be removed from office by a majority vote of the PTO members present at a special meeting or at a regularly scheduled meeting. Before this vote can be called, the complaint must be brought to the Executive Committee, who will speak to all parties and try to resolve the issues. If there can be no resolution, all PTO members must be notified of the meeting agenda, time, date and place, by posting to the PTO website and the PTO Binder, at least one week in advance of the meeting.

Article VIII. Finances

The fiscal year of the organization shall be from July 1 to June 30, inclusive. At the first meeting of the year, a tentative annual budget will be presented by the Executive Committee. The PTO members present at the meeting will vote on approval. The budget will be reviewed and amended throughout the year as needed. The Treasurer will document all policies and procedures regarding finances.

There shall be at least 2 signers on the checking account, the Treasurer and one Co-Chairperson. Authorized signers on the checking account are not allowed to reimburse themselves for expenses but must get another signer to write and sign the check. Executive Committee members each have the authority to approve a non-budgeted item of \$200 or less.

Any non-budgeted request for funding over \$1000 must be proposed at a general meeting and voted on for approval by the PTO.

Article IX. Parliamentary Function

During meetings, the Gold Hill Middle School PTO conducts regular business as dictated by the following Simplified Rules of Order and these bylaws. All votes are by majority except where indicated otherwise in these bylaws.

A. Simplified Rules of Order

- a. One member of the executive committee, or other person selected by the executive committee, will be designated to be the meeting chair, and will be responsible for generally following the agenda previously set forth. The person responsible for the agenda item will be called upon to give their report or state their resolution, after which questions and debate from the floor will be entertained. Anyone wishing to speak must either rise or raise their hand and wait to be called upon by the meeting chair. The meeting chair will take each question in turn without favoring any one individual. After each speaker, the person responsible for the agenda item may speak to answer a question or clarify or rebut a point. Discussion continues until all who wish to speak have been recognized, or a motion passes to limit the time allowed for discussion.

B. Items From the Floor

After the scheduled agenda items, people may bring items from the floor for discussion following the procedure outlined above for debate on agenda items.

C. Voting at Meetings

All resolutions must be put in the form of a motion whether from the floor or as the result of an agenda item. The person responsible for the agenda item may make the initial motion. A second must come from the floor. Once a motion has been made and seconded, debate may occur as described above. When debate has been completed a vote may be taken. Voting will be by voice with the chair first repeating the question to be voted upon specifically stating what an yes or no vote means, and then calling for those in favor of the resolution to say "aye", followed by those opposed to say "no", and then determining which of the voices is louder. Any member present or the meeting chair may call for a "show of hands" if they feel that the voice vote is too close to determine. The chair will again state the question and ask first for people to raise their hands if in favor of the resolution and then if they are opposed. The chair will determine the vote by estimating which received more hands. Any member present or the meeting chair may call for a "full tally" if they feel that the show of hands is too close to determine. The chair will again state the question and ask people to respond individually as to whether they are for or against the resolution or wish to abstain. The recording secretary will record the number of yes or no votes and state the result.

D. At PTO meetings, the presiding member of the Executive Committee calls meeting into order. Meetings must include the following:

1. Reports from Treasurer
2. Reports from Executive Committee
3. Report on continuing/new business
4. Reports from Committees, as needed
5. Open meeting up to members to take the floor

Article X. Dissolution

In the event of dissolution, the assets of the Gold Hill Middle School PTO shall be distributed for one or more purposes as determined by majority vote of all voting members in attendance, except that the assets shall not be distributed to the members of the PTO.

Article XI. Conflict of Interest Policy

A. 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.

Persons that are employed by the School District of Fort Mill (FMSD) for longer than one (1) consecutive month will not be eligible to serve on the PTO board. Temporary and sporadic substitute positions may be exempt from this policy.

B. 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. 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.

C. 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 general meeting of Executive Committee, 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 Executive 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.
- c. Violations of the Conflict of Interest Policy.
 - i. If the Executive 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.

D. 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.

E. 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.