

CONSTITUENT ASSOCIATION
BYLAWS

ROGER MINOTT SHERMAN
ELEMENTARY SCHOOL
Parent Teacher Association

FAIRFIELD, CT

Table of Contents

Article I—Name	3
Article II—Purposes	3
Article III—Basic Policies	3
Article IV—Relationship with National PTA and Connecticut PTA	4
Article V—Membership and Dues	5
Article VI—Officers	6
Article VII—Duties of Officers	7
Article VIII—Board of Directors	9
Article IX—Executive Committee	11
Article X—Committees	11
Article XII—Council Membership	14
Article XIII—Connecticut PTA Annual Meeting	14
Article XIV—Fiscal Year	15
Article XV—Parliamentary Authority	15
Article XVII – Roger Minott Sherman PTA Continuing Affiliation	16
Article XVIII - Conflict of Interest	16
Article XIX: Whistleblower Policy	17
Article XX: Code of Conduct:	19

Model bylaws revised: April, 2018
Affiliate bylaws revised: **July 11, 2018**

Article I—Name

The name of this organization is the Roger Minott Sherman Parents and Teachers Association, Fairfield, Connecticut. It is a Constituent Association organized under the authority of Connecticut Congress of Parents and Teachers (Connecticut PTA) a branch of National Congress of Parents and Teachers (National PTA).

Article II—Purposes

Section 1 The purposes of the PTA are

- a. To promote the welfare of children and youth in home, school, community, and place of worship,
- b. To raise the standards of home life,
- c. To secure adequate laws for the care and protection of children and youth,
- d. To bring into closer relation the home and the school, that parents/caregivers and teachers may cooperate intelligently in the education of children and youth,
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.
- f. To enrich and enhance the educational experience of our students.

Section 2 The purposes of the PTA are promoted through an advocacy and educational program directed toward parents/caregivers, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3 The Roger Minott Sherman PTA is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

Article III—Basic Policies

The following are basic policies of the Roger Minott Sherman PTA, in common with those of the National PTA and the Connecticut PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan,
- b. The organization shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision- making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities,

- c. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents/caregivers, schools, and the community at large,
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof,
- e. Notwithstanding any other provision of these articles, the organization 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,
- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA,
- g. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) 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.
- h. The organization shall not enter into membership with other organizations except such international or national organizations as may be approved by the National PTA or CT PTA Board of Directors. The RSS PTA or any of its divisions may incorporate with other organizations and agencies concerned with child welfare, but PTA representatives shall make no commitments that bind the group they represent.

Article IV—Relationship with National PTA and Connecticut PTA

Section 1 Roger Minott Sherman PTA (“Constituent Association”) shall be organized and chartered under the authority of the Connecticut PTA in the area in which this Constituent Association functions; in conformity with such rules and regulations, as the Connecticut PTA may in its bylaws prescribe. The Connecticut PTA shall issue to this Constituent Association an appropriate charter evidencing the due organization and good standing of this Constituent Association.

A Constituent Association in good standing is one that

- A. Adheres to the purposes and basic policies of the PTA;
- B. Remits the national portion of the dues through the state PTA to reach the national office by dates designated by National PTA;
- C. Has bylaws approved according to the procedures of its state;
- D. Have all Presidents & Treasurers attend a Leadership Orientation course that has been provided or approved by the CT PTA. The training may be completed online via the National PTA Education Portal. Training certificates shall be submitted to the CT PTA. Per National PTA guidelines, the training must be completed by Oct 15th or within 60 days of filling a vacancy (whichever comes later), and
- E. Meets other criteria as may be prescribed by the individual state PTA.

Section 2 This Constituent Association shall adopt such bylaws for the government of the organization as may be approved by the Connecticut PTA. Such bylaws shall not be in conflict with National PTA Bylaws or the bylaws of Connecticut PTA.

Section 3 This PTA shall include in its bylaws provisions corresponding to the Connecticut PTA Bylaws.

Section 4 The adoption of an amendment to any provision of the Connecticut PTA bylaws shall serve automatically and without the requirement of further action by this council PTA to amend its corresponding bylaws. This Constituent Association shall promptly incorporate such amendments in its bylaws.

Section 5 Bylaws of this Constituent Association shall include an article on amendments, Whistleblower, Conflict of Interest and Code of Conduct.

Section 6 Bylaws of this Constituent Association shall include a provision establishing a quorum.

Section 7 Each officer or Board member of this Constituent Association shall be a member of this Constituent Association.

Section 8 The bylaws of this Constituent Association shall prohibit voting by proxy.

Article V—Membership and Dues

Section 1 Every individual who is a member of this Constituent Association is, by virtue of that fact, a member of the National PTA and of the Connecticut PTA by which this Constituent Association is chartered, and is entitled to all the benefits of such membership.

Section 2 Each member of this Constituent Association shall pay annual dues to said organization. The amount of such annual dues shall include the portion payable to the Connecticut PTA and the portion payable to National PTA.

Section 3 Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of National PTA.

Section 4 This Constituent Association shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Article VI—Officers

Section 1 The officers of this Constituent Association shall be President(s), President(s)-Elect, Vice President(s), Secretary(s), and Treasurer(s).

Section 2 A proposed slate of the incoming officers shall be presented at the April general PTA meeting and shall be elected by voice vote at the May (Annual) PTA meeting.

Section 3 The vote shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

Section 4 The following provisions shall govern the eligibility of individuals to be officers of the Roger Minott Sherman PTA:

- A. Each officer shall be a member of this Constituent Association. Each officer shall have paid the current year's membership dues, making him/or a member of this Constituent Association, and must be in good standing.
- B. No officer may be eligible to serve more than two consecutive terms in the same office, unless no other candidates are willing to run for that office. In that case the incumbent may seek an additional one year term.
- C. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

Section 5 Officers (except the Treasurer) shall assume their official duties following the close of the general PTA meeting in June in which they are installed and shall serve for a term of **one** year or until their successors are elected. The incoming Treasurer shall be installed at the general PTA June meeting, but his/her term shall coincide with the fiscal year. The outgoing Treasurer shall continue his/her official duties until the end of the fiscal year on June 30th. The incoming Treasurer shall work alongside the outgoing treasurer from the June installation until the official fiscal year end of June 30th. The incoming Treasurer shall assume his/her official duties on July 1st of the same year.

Section 6 A vacancy occurring in the office of President shall be filled for the remainder of the unexpired term by the President Elect (if applicable) or the 1st Vice President (if there is no President Elect). If the President elect / 1st Vice President is unable to serve, the remainder of the unexpired term shall be filled by one (1) of the remaining vice presidents (according to the order of succession as outlined in the standing rules.) If the President Elect / 1st Vice President or any of the remaining Vice Presidents are not able to fill the position then the nominating committee shall bring forward the name of a nominee(s) to fill the President(s) position. A vacancy in the office of President Elect may be filled by an election held at the next general membership meeting or it may be filled by the Board of Directors with the understanding that the appointed individual will not automatically move into the position of President. The position of President in the latter case would have to be put on the ballot at the next regularly scheduled election. A vacancy in any office other than President or President Elect shall be filled by the Board of Directors.

Section 7 There shall be a Nominating Committee composed of an odd number, (no less than three members, and no more than five), who shall be elected by this Constituent Association at a regular general membership meeting at least two (2) months prior to the election of officers, as outlined in Article VI, Section 2.

- a. The committee shall elect its chair,
- b. The Nominating Committee shall serve the same term as elected officers.
- c. If a member of the Nominating Committee resigns the open position will be filled by a vote at the next general membership meeting.
- d. The nominating committee shall nominate 1 eligible person for each office to be filled and report its nominees at the regular general membership meeting one month prior to elections,
- e. Anyone wishing to run from the floor must notify the President at least three weeks before the date of the election, (See Article VI, Section 2)
- f. Only those individuals who are current members of this Constituent Association and who have signified their consent to serve if elected shall be nominated for, or elected to, such office,
- g. Only those individuals who have been members of this Constituent Association before April 1 are eligible to vote in the current election. (See Article VI, Section 2)
- h. No members of the Nominating Committee may be nominated for any elected position.

Article VII—Duties of Officers

Section 1 The President shall:

- a. Preside at all meetings of this Constituent Association,
- b. Sign all contracts,
- c. Serve as an ex officio member of all committees except the nominating committee (***a non-voting position***),

- d. Coordinate the work of the officers and committees of this Constituent Association in order that the purposes may be promoted,
- e. Attend required training approved by the CT PTA,
- f. Send out notices of the Roger Minott Sherman PTA, Board of Directors, and Executive Committee meetings;
- g. Attend regular meetings with the principal to apprise of PTA functions
- h. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the Board of Directors or Executive Committee.

Section 2 The President Elect shall:

- a. Act as aide(s) to the President,
- b. In their designated order, perform the duties of the President in the President's absence or inability to serve,
- c. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President, the Board of Directors, or the Executive Committee.

Section 3. The Vice Presidents shall:

- a. Act as aides to the President;
- b. In their designated order, VP-Enrichment, VP-Volunteers, VP-Social Events, VP-Fundraising, perform the duties of the President in the President's or President-Elect's absence or inability to serve;
 - 1) VP-Enrichment shall: oversee the coordination of the enrichment program and work closely with the school administration to research, schedule, and execute enrichment activities.
 - 2) VP-Volunteers shall: coordinate volunteer recruitment and community outreach programs and shall collect, maintain, and communicate the volunteer lists to various committee chairs.
 - 3) VP-Social Events shall: oversee all committees that conduct school social events, and communicate and uphold budgets for each event.
 - 4) VP-Fundraising shall: oversee and coordinate the fundraising events and communicate and uphold budgets for each event.

All VPs may perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President, or the Executive Board.

Section 4 The Secretary shall:

- a. Record the minutes and attendance of all meetings of the Roger Minott Sherman PTA,
- b. Be prepared to read the records of any previous meetings,
- c. File all records,
- d. Have a current copy of the bylaws,
- e. Maintain a membership list,

- f. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President or the Board of Directors.

Section 5 The Treasurer shall:

- a. Have custody of the funds of this Constituent Association,
- b. Maintain a full account of the funds of this Constituent Association,
- c. Make disbursements as authorized by the President, Board of Directors, or this Constituent Association in accordance with the budget adopted by this Constituent Association,
- d. Have monetary requests over the amount of \$750.00 signed by two unrelated people: the Treasurer and the President or designated alternate board members.
- e. Cause to be kept a full and accurate account of the receipts and disbursements in the books belonging to the Roger Minott Sherman PTA,
- f. Provide a full written financial statement to the Board of Directors at each meeting,
- g. Present account balances at every meeting of the association,
- h. Provide full financial statements to members only,
- i. Maintain a list of members,
- j. Submit membership fees to the state office on a monthly basis,
- k. Submit the books annually for a review or audit by a review or auditing committee selected by the Board of Directors.
- l. Report the findings of the annual review or audit to the Board of Directors and send a copy to the state office;
- m. Submit a copy of your completed IRS form 990 to Connecticut PTA. (*See Article XVII, section I*).
- n. Attend required training approved by the CT PTA,
- o. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President, the Board of Directors, or the Executive Committee.

Article VIII—Board of Directors

Section 1 The affairs of the Roger Minott Sherman PTA shall be managed by the Board of Directors in the intervals between Constituent Association general membership meetings.

Section 2 Each Board member shall be a member in good standing, having paid the annual dues, of this Constituent Association.

Section 3 The members of the Board shall be:

- a. Elected officers: President(s), President(s) Elect, Vice President(s), Secretary(s), and Treasurer(s). The Vice-Presidents are: VP - Enrichment, VP - Volunteers, VP - Social Events, VP - Fundraising
- b. Past-President (Nominating), Assistant Treasurer/Ways and Means, Communications Chair, PTA Council Delegate, Board of Education Delegate, BOE Budget Representative, SEPTA (Fairfield Special Education PTA) Representative, Fifth Grade Committee Chair(s), Principal of the school, or a representative appointed by the Principal.
- c. The President may appoint a Parliamentarian (a non-voting position) to advise on Roberts Rules (a non-voting position). subject to approval of the Board of Directors of this Constituent Association.

Section 4 Parliamentarian Description

- a. The Parliamentarian is a consultant, commonly a professional, who advises the President and other officers, committees, and members on matters of parliamentary procedure. The Parliamentarian's role during a meeting is purely an advisory and consultative one - since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquiries.

Section 5 Duties of the Board shall be to

- a. Carry out such business as may be referred to it by the membership of the association,
- b. Create special committees,
- c. Create a report at the regular general membership meetings of this Constituent Association,
- d. Select an auditor or review committee to audit/review the Treasurer's accounts,
- e. Prepare and submit an annual budget to this Constituent Association's general membership for adoption,
- f. Approve payment of routine bills within the limits of the approved budget,
- g. Approval of the expenditure of unbudgeted fund up to the amount of \$2000/year.

Section 6 If any member of the Board of Directors shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the Board by resolution adopted by the Board of Directors.

Section 7 Regular meetings of the Board shall be held with the date and time to be fixed by the Board at its first meeting of the year.

Section 8 Special meetings of the Board may be called by the President or when requested by 2 members with at least 24 hours' notice having been given to each member of the Board.

Section 9 At all meetings of the board, a majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 10 Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the Board, they shall automatically cease to be a member of the Board and shall be relieved of all duties and responsibilities incident to such membership. All records, books, and other materials pertaining to the position shall be turned over to the President and all funds pertaining to the position shall be returned to the Treasurer within 14 days.

Article IX—Executive Committee

Section 1 There shall be an Executive Committee of the Roger Minott Sherman PTA, the members of which shall be

- a. All elected officers: President(s), President(s) Elect, Vice President(s), Secretary(s), and Treasurer(s), **and the** Past-President (Nominating), Assistant Treasurer/Ways and Means, and Fifth Grade Chair.

Section 2. Special meetings of the Executive Committee may be called by the President or when requested by 2 members with at least 24 hours' notice having been given to each member of the Executive Committee.

Section 3 A majority of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4 Duties of the Executive Committee shall be to

- a. Transact business referred to it by the board,
- b. Appoint standing committee chairs and members,
- c. Approve the work of the committees,
- d. Act in emergencies between meetings of the board.

The Executive Committee shall take no action in conflict with any action taken by the Board of Directors.

Article X—Committees

Section 1 Only members, in good standing, of this Constituent Association shall be eligible to serve in any elective or appointive positions.

Section 2 The standing committees of this Constituent Association shall be

1. Above and Beyond
2. Art Show
3. Art Smart
4. Bike to School Week
5. CANE
6. Communications
7. Cub Scout Master
8. Diversity Day
9. EdTech
10. Girl Scout Liaison
11. Hospitality
12. Kindergarten Liaison
13. Landscape
14. Membership
15. Mill River Lab Coordinators
16. Mill River Lab Coordinators
17. My School Anywhere
18. Operation Hope
19. Picture Coordinator
20. PTA directory
21. PTA Website
22. Recess Carts
23. Reflections
24. Safety Committee
25. SHAPE
26. STEAM Night
27. Summer Workbooks
28. Sunshine
29. Teacher Banners
30. Two Schools One Book
31. Wall of Honor

Section 3 The social committees of this Constituent Association shall include

- 1) Back to School Bash/Family Picnic Spring
- 2) Bingo/ Game night
- 3) Book Fair
- 4) Box Tops
- 5) Dedicate-A-Book
- 6) Halloween Dance
- 7) Holiday Fair
- 8) Kids' Night Out

- 9) Moms' Night Out
- 10) Parent Teacher Social
- 11) 11) School Store
- 12) Sherman Spotlight
- 13) Spirit Wear
- 14) Spring Fair
- 15) Sweetheart-Daughter Dance
- 16) Walk-A-Thon

Section 4 The Board of Directors may create such special committees, as it may deem necessary to promote the purposes of PTA and carry on the work of this Constituent Association.

Section 5 The chair of each committee shall:

- a. be approved by the Executive Committee;
- b. present a written plan of work to the President and the Executive Committee for approval and record-keeping. No committee work shall be undertaken without the approval of the President and Executive Committee.
- c. No meetings with the principal or administrative staff shall be scheduled without approval of the meeting agenda by the President.

Section 6 The term of office of a committee chair shall be one year or until the selection of a successor.

Section 7 Only those individuals who have signified their consent to serve shall be appointed to such office.

Section 8 In the event a chair must forfeit the position, a new chair may be chosen and approved by the Executive Committee to finish the year's term.

Section 9 The President shall be a member ex officio of all committees except the nominating committee.

Article XI—General Membership Meetings

Section 1 Regular meetings of this PTA shall be held approximately once a month or as necessary. Meetings shall be held with the date and time to be fixed by the Board, unless otherwise provided by this Constituent Association, the Board of Directors, or the Executive Committee. Notice shall be given to the membership of any change of date (no less than 48 hours in advance).

Section 2 Special meetings of this Constituent Association may be called by the President or by a majority of the Board of Directors, at least 24 hours' notice having been given.

Section 3 The annual meeting shall be held in May. The purpose of the annual meeting is to present the proposed budget and to vote on the proposed Executive Committee for the upcoming fiscal year.

Section 4. The annual budget shall be approved at the regular PTA meeting in June.

Section 5 Twelve members shall constitute a quorum for the transaction of business in any meeting of this Constituent Association.

Section 6 The President may appoint a Parliamentarian to advise on Roberts Rules (a non-voting position)

- a. Description: The Parliamentarian is a consultant, commonly a professional, who advises the President and other officers, committees, and members on matters of parliamentary procedure. The Parliamentarian's role during a meeting is purely an advisory and consultative one—since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquiries.

Article XII—Council Membership

Section 1 This Constituent Association shall be represented in meetings of the **Fairfield** Council PTA by the President, or appointed alternate, and by one delegate(s) or alternate(s).

- a. All representatives to the council PTA must be paid members of this Constituent Association;
- b. Delegates and their alternates shall be appointed by the Board of Directors in May;
- c. Delegates to the Fairfield Council PTA shall serve for a term of one year;

Section 2 This Constituent Association shall pay annual dues to the Fairfield Council PTA as provided by the Fairfield Council PTA.

Article XIII—Connecticut PTA Annual Meeting

Section 1 The voting power of the Annual Meeting shall be vested in the members of the Connecticut PTA Board of Directors, the Constituent Association Presidents or their alternates, the Constituent Association Vice-Presidents or their alternates, and one delegate for every

twenty-five members of each Constituent Association according to the books of the state Treasurer as of March 15 preceding the Annual Meeting. A Constituent Association having less than twenty-five members shall be entitled to send one delegate in addition to its President and Vice-President.

- a. Roger Minott Sherman PTA shall send to the Annual Meeting the President or their alternate, a Vice President or their alternate and one (1) delegate for every 25 PTA members as of March 15th.
- b. All representatives to the Connecticut PTA Annual Meeting must be paid members of Roger Minott Sherman PTA.
- c. Delegates and their alternates shall be appointed by the Board of Directors at least 30 days prior to the CT PTA Annual Meeting.

Article XIV—Fiscal Year

The fiscal year of the Roger Minott Sherman PTA shall begin on July 1st and end on the following June 30th.

Article XV—Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern Roger Minott Sherman PTA in all cases in which they are applicable and in which they are not in conflict with National PTA Bylaws, the Connecticut PTA Bylaws, and special rules of order or Articles of Incorporation.

Article XVI—Amendments/ Revision

Section 1 These bylaws may be amended/ revised at any regular general membership meeting of the Roger Minott Sherman PTA by a two-thirds vote of those present and voting, provided the amendments/ revision have been approved by the Board of Directors and notice of proposed amendments/ revision has been provided to the membership thirty (30) days prior to the meeting.

Section 2 The Executive Committee or the Board of Directors by a majority vote will submit a revised set of bylaws to be approved by a two-thirds vote of those present and voting at any regular general membership (as per section 1).

Section 3 Amendments /revised bylaws shall be in accordance with the bylaws or regulations of the Connecticut PTA. Amended or revised bylaws must be reviewed by Connecticut PTA prior to being voted in at a general membership meeting.

Article XVII – Roger Minott Sherman PTA Continuing Affiliation

Section 1 All affiliates need to be in “good standing” with the Connecticut PTA. The following Items must be sent to Connecticut PTA per the current Connecticut PTA Standards of Affiliation.

- a. Officer Information Sheet- submitted to CT PTA, by July 1st.
- b. Membership Fees. Each Constituent Association shall pay membership fees to Connecticut PTA monthly. Initial membership fees must be received by CT PTA by October 15th. The amount of such fees shall include the portion payable to National PTA.
- c. Submit Annual Review or Audit of Finance Records yearly.
- d. Copy of IRS 990 (due to IRS by Nov 15) copy to Connecticut PTA by October 31st of each year.
- e. Proof of Insurance if obtained from a provider other than AIM Insurance.

Section 2 Additionally to be in “good standing” with the Connecticut PTA

- a. Bylaws should be updated every 3 years, not to exceed 5 years. Bylaws must be reviewed by Connecticut PTA at least every 5 years according to Connecticut PTA Standards of Affiliation and then voted in by Roger Minott Sherman membership. Minutes from the General Membership meeting in which the revised bylaws were approved must be attached.
- b. President(s) and Treasurer(s) must attend training that has been approved by Connecticut PTA.

Article XVIII - Conflict of Interest

Article I **Purpose**

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, (the “Organization), 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 any entity with which the Organization has a transaction or arrangement, or
- c. A proposed 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, 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**

- a. 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.
- b. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. 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.
- d. An interested person may make a presentation at the governing board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

Article XIX: Whistleblower Policy

Section 1. Roger Minott Sherman PTA requires Board members, all officers, committee chairs and members to observe high standards of business and personal ethics in the conduct of their

duties and responsibilities. As affiliates and representatives of the Roger Minott Sherman PTA we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 2. This Whistleblower is intended to encourage and enable employees and others to raise serious concerns internally so that Roger Minott Sherman PTA can address and correct inappropriate conduct and actions. It is the responsibility of all Board members, officers, employees and volunteers to report concerns about violations of Roger Minott Sherman's code of ethics or suspected violations of law or regulations that govern Roger Minott Sherman's operations.

Section 3. It is contrary to the values of Roger Minott Sherman PTA or anyone to retaliate against any Board member, officer, and employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Roger Minott Sherman PTA. An employee or volunteer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment and or rescission of membership rights.

Section 4. Roger Minott Sherman PTA has an open door policy and suggests that all Board members, officers, committee chairs and staff share their questions, concerns, suggestions or complaints with their President in writing to rssptapresident@gmail.com. If you are not comfortable writing to your President or you are not satisfied with your President's response, you are encouraged to communicate with the Treasurer of Roger Minott Sherman PTA. Board Members or officers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Roger Minott Sherman PTA's President or Treasurer. If you are not satisfied with the response from your President and or Treasurer, you may contact Connecticut PTA for further guidance.

Section 5. The Roger Minott Sherman PTA's Treasurer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Treasurer will advise the Roger Minott Sherman President of all complaints and their resolution and will report at least annually on compliance activity relating to accounting or alleged financial improprieties.

Section 6. The Roger Minott Sherman PTA's Treasurer shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Section 7. Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 8. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 9. The Roger Minott Sherman PTA's President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Article XX: Code of Conduct:

I. Introduction

What is a Code of Conduct? A code of conduct is a set of guiding principles that act as a benchmark for professional behavior.

It is not a legal document based on enforcement and punishment. Instead, it's a promise to adhere to the values we all share as PTA members such as:

- * Honesty
- * Respect
- * Responsibility
- * Fairness and
- * Compassion

II. Associational values

As a Roger Minott Sherman PTA Board member I promise to abide by the fundamental values that underpin all the activities of this association. I will never forget that it is all about the children.

These are:

A. Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within PTA and equally when dealing with individuals and institutions outside it. As a Board Member I will treat those I come in contact with, with the same courtesy and consideration I expect from others.

B. Accountability

The activities I perform for the board will be able to stand the test of scrutiny by the members, the general public and I.R.S. and other nonprofit regulators if applicable.

C. Transparency

PTA strives to maintain an atmosphere of openness throughout the association. Our members decide the course of our association and we keep them informed at all times.

D. Law, mission, policies

- I will not break the law or go against charity regulations in any aspect of my role as a board member.
- I will support the mission of PTA and consider myself its guardian.
- I will abide by the PTA policies as outlined in our bylaws.

III. Conflicts of interest

- I will always strive to act in the best interests of the PTA.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- If I am uncertain whether or not a conflict exists I will consult with the Board of Directors and abide by their decision.

IV. Person to person

- I will not break the law, go against nonprofit regulations or act in disregard of associational policies in my relationships with fellow board members, school staff, volunteers, fellow PTA members or anyone I come into contact with in my role as PTA Board member.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as a PTA Board member.
- I will agree to disagree when necessary without anger or rancor.

V. Protecting the association's reputation

- I will not speak as a Board member of this PTA to the media or in a public forum without the prior knowledge and approval of the President. However, I still maintain all rights to speak as a private citizen in such forums.
- When prior consent has not been obtained, I will inform the President at once when I have spoken as a PTA Board member to the media or in a public forum.
- When I am speaking as a PTA board member, my comments will reflect current associational policy and positions even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the PTA and those who work in it.
- I will respect PTA, board and individual confidentiality.
- I will not share working copies of documents or other associational information until those materials have been finalized and are available for release to the general public.

VI. Personal gain

- I will not personally gain materially or financially from my role as board member, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality intended for my personal use.
- I will use PTA resources responsibly, when authorized, in accordance with procedure.

VII. In the boardroom

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the PTA membership.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the President (Chair) if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honor the authority of the President (Chair) and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to Robert's Rules, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorized by the President (Chair) or board to speak of it.
- I will participate in induction, training and development activities for Board members.

VIII. Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the board.
- Should I resign from the board I will inform the President (Chair) in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

Note: This Code of Conduct was adapted primarily from the National Council for Voluntary Associations' (NCVO) sample trustee code of conduct.

7/15/12
 October 2012
 R-6 2013
 March, 2018