

**BYLAWS**  
**Version 1.4**

**CHESAPEAKE MATH & IT ACADEMY NORTH PARENT TEACHER ORGANIZATION**  
**Representing CHESAPEAKE MATH & IT ACADEMY PUBLIC CHARTER SCHOOL**

October 2019

## **Article I – Name**

The name of the organization shall be the Chesapeake Math & IT Academy-North PTO, Inc. (hereinafter “Organization”).

## **Article II – Purpose**

**Section 1.** The purpose of the Organization is to support the education of youth enrolled at the Chesapeake Math & IT Academy – North Public Charter School by promoting effective communication between administrators, staff, students and their families; fostering meaningful engagement of parents in their students’ education; supporting effective instructional programs and adjunct educational activities hosted by staff; and cultivating community engagement to enrich the educational goals for the student body.

**Section 2.** The Organization is additionally formed 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.

**Section 3.** The Organization shall work with key stakeholders and others committed to supporting the student body to enhance quality education and social engagement for all youth, and shall seek participation in the decision-making process to establish policy and procedures to promote a quality effective educational and social environment, recognizing that the legal responsibility to make decisions has been delegated by the officials of the state, county, local and school administrative boards of education and the respective departments with such legal authority.

**Section 4.** The Organization shall be noncommercial, nonsectarian and nonpartisan.

## **Article III – Membership and Dues**

**Section 1.** Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and as a member in good standing shall have voting rights. The Principal and any professional and support staff employed at the school may be a member. With the exception of the Principal, any member in good standing shall have voting rights.

**Section 2.** Dues will be established by the Executive Operations Board. A member must have paid his or her dues at least 30 calendar days before the meeting to be considered a member in good standing with voting rights.

**Section 3.** The membership year will run from July 1 through June 30 of each year.

**Section 4.** The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any other purpose than the regular work of the organization, unless presented to, voted upon, and approved by the Executive Operations Board.

#### **Article IV – Executive Operations Board of Officers and Directors and their Elections**

**Section 1.** The Executive Operations Board is a representative group of the organization and shall consist of Officers, Directors, and the Principals. The Executive Operations Board members are team members and shall operative as 2 Executive Operations Boards governing over Middle and High School level activities. The individual Board members are not intended to function independently nor in a state of isolation from one another. Board members shall communicate directly with their assigned school level and collective as a group. Both Executive Operations Boards shall collaborate on common projects if applicable. All members of the Executive Operations Board (with the exception of the Principals) are required to sign a Code of Ethics and Leadership (CEAL) commitment for their service on the board and attend at least six (6) meetings during the school year. Failure to do so or follow through on the CEAL by any board member can be subject to removal from office as described in Section 8. Removal from Office.

**Section 2. Executive Officers and Directors.** The Executive Officers shall be 1 Executive Director, 2 Presidents, 2 Vice Presidents, 2 Recording Secretaries, 2 Corresponding Secretaries and 2 Treasurers.. **NOTE:** Detailed Position Descriptions and Code of Ethics and Leadership shall be maintained on file with PTO Records.

- a. **Executive Director.** The Executive Director shall serve as an advisor for both Middle and High School Executive Operations Boards resolving any disputes within the Operations Boards. If an Executive Operations Board requires a tiebreaker, the Executive Director shall serve as a voting member of the Board for the purposes of the tiebreaker.
- b. **Middle School President.** The Middle School President shall preside over meetings of the Middle School Executive Operations Board, serve as the primary contact for the Middle School Principal, represent the Organization at meetings outside the Organization or designate a representative, and coordinates the work of all the Middle School officers and committees in order that the purpose of the Organization be served. The Middle School President shall designate the chairman for all Middle School committees, serve as a co-signer on all check requests, and assumes responsibility for

signing and/or approving all contracts and facility and use forms or delegate said responsibility in writing. Delegation is not authorized outside of the Executive Operations Board. The Middle School President shall co-lead any common business, projects, and activities with the High School President if applicable.

- c. **High School President.** The High School President shall preside over meetings of the High School Executive Operations Board, serve as the primary contact for the High Principal, represent the Organization at meetings outside the Organization or designate a representative, and coordinates the work of all the High School officers and committees in order that the purpose of the Organization be served. The High School President shall designate the chairman for all High School committees, serve as a co-signer on all check requests, and assumes responsibility for signing and/or approving all contracts and facility and use forms or delegate said responsibility in writing. Delegation is not authorized outside of the Executive Operations Board. The High School President shall co-lead any common business, projects, and activities with the High School President if applicable.
  
- d. **Middle School Vice President.** The Middle School Vice President shall assist the Middle School President, carry out the President's duties in his or her absence or inability to serve, serve as ex-officio member of all committees, coordinate the planning of the PTO Middle School Committee Recognition event, and shall perform other delegated duties as assigned.
  
- e. **High School Vice President.** The High School Vice President shall assist the High School President, carry out the President's duties in his or her absence or inability to serve, serve as ex-officio member of all committees, coordinate the planning of the PTO Middle School Committee Recognition event, and shall perform other delegated duties as assigned.
  
- f. **Middle School Recording Secretary.** The Recording Secretary shall keep all records of the organization associated with the Middle School such as minutes, bylaws, policies and procedures, guidelines, membership list, and committee member lists. This information shall be available at each meeting and upon request. The Middle School Recording Secretary shall be responsible for documenting discussions and publishing minutes of all meetings conducted by the Middle School Executive Operations Board and General membership. He/she shall perform other delegated duties as assigned.
  
- g. **High School Recording Secretary.** The Recording Secretary shall keep all records of the organization associated with the High School such as minutes, bylaws, policies and

procedures, guidelines, membership list, and committee member lists. This information shall be available at each meeting and upon request. The High School Recording Secretary shall be responsible for documenting discussions and publishing minutes of all meetings conducted by the High School Executive Operations Board and General membership. He/she shall perform other delegated duties as assigned.

- h. **Middle School Corresponding Secretary.** The Middle School Corresponding Secretary shall collect and disseminate all incoming and outgoing correspondence including but not limited to publications, notices and meeting agendas associated with the Middle School. The Middle School Corresponding Secretary shall be responsible for coordinating the maintenance of the website with the High School Corresponding Secretary. He/she shall perform the duties of the Middle School Recording Secretary in the absence of that officer and shall perform other delegated duties as assigned.
- i. **High School Corresponding Secretary.** The High School Corresponding Secretary shall collect and disseminate all incoming and outgoing correspondence including but not limited to publications, notices and meeting agendas associated with the High School. The High School Corresponding Secretary shall be responsible for coordinating the maintenance of the website with the Middle School Corresponding Secretary. He/she shall perform the duties of the High School Recording Secretary in the absence of that officer and shall perform other delegated duties as assigned.
- j. **Middle School Treasurer.** The Middle School Treasurer shall receive all funds of the Organization associated with the Middle School; keep an accurate record of receipts and expenditures and pay out funds in accordance with the approved fiscal year budget and as directed by the Middle School Executive Operations Board. All fundraising activities will be coordinated with the Middle School Treasurer as well as the Middle School Vice President. The Middle School Treasurer shall be responsible for gathering financial data and recording and reporting fundraising activities. He or she will present a financial statement at all Middle School General, Annual, Special, and Executive Operations Board meetings and when requested by the Executive Operations Board and will collaborate with the High School Treasurer to prepare and file all necessary tax forms. The Middle School Treasurer will assist in directing the preparation of the annual budget in collaboration with the Executive Operations Board and report monthly on actual income and expenditures for the current Middle School balances in the existing PTO accounts and monies. At the close of the fiscal year, a complete financial report will be prepared and presented to the Executive Operations Board and Middle School General Membership for review. He/she shall assist in the process of auditing the accounts at the close of the fiscal year and upon change of treasurer by a certified auditor or an

auditing committee of three to five General Members.

- k. **High School Treasurer.** The High School Treasurer shall receive all funds of the Organization associated with the High School; keep an accurate record of receipts and expenditures and pay out funds in accordance with the approved fiscal year budget and as directed by the High School Executive Operations Board. All fundraising activities will be coordinated with the High School Treasurer as well as the High School Vice President. The High School Treasurer shall be responsible for gathering financial data and recording and reporting fundraising activities. He or she will present a financial statement at all High School General, Annual, Special, and Executive Operations Board meetings and when requested by the Executive Operations Board and will collaborate with the Middle School Treasurer to prepare and file all necessary tax forms. The High School Treasurer will assist in directing the preparation of the annual budget in collaboration with the Executive Operations Board and report monthly on actual income and expenditures for the current High School balances in the existing PTO accounts and monies. At the close of the fiscal year, a complete financial report will be prepared and presented to the Executive Operations Board and High School General Membership for review. He/she shall assist in the process of auditing the accounts at the close of the fiscal year and upon change of treasurer by a certified auditor or an auditing committee of three to five General Members.

**Section 4. Staff Representatives.** Up to two staff representatives from the Middle School and up to two staff representatives from the High school shall be elected or volunteer for the corresponding Executive Operations Board as Directors with voting privileges at Executive Operations Board Meetings. The Principals shall serve as a non-voting member of the corresponding Executive Operations Board.

NOTE: All remaining language applies to Middle School and High School operations.

**Section 5. Nominations and Elections.** Elections shall be held during the Annual Middle School and High School meetings that takes place before the end of the school year.

- a. A Nominating Committee of at least 3 members may be formed for the purpose of soliciting interest and recommending candidates for all elected and appointed positions. The Nominating Committee will present the list of potential candidates at the Annual Meeting. Each candidate will require a second of the motion in order to continue in the Annual Meeting voting process.
- b. School staff representatives shall be designated by a process determined within a staff---

- derived system and may be held separately from the Executive Officer election.
- c. Election of Officers at the Annual Meeting or other times shall proceed by a motion for nomination to each office, a second to the motion and acceptance by the nominee prior to the vote (absent nominees may submit a letter of acceptance for a specific office). Each Officer position will be decided by a simple majority vote.
  - d. The Corresponding Secretary shall post the slate through standard school and PTO communication mediums. These postings shall include one copy posted on school premises and one copy transmitted to the homes of each student no less than 14 days prior to the election.
  - e. At the Annual meeting, nominations also may be made from the floor. Each paid membership is allowed one vote. Voting shall be by ballot vote.
  - f. Newly elected Officers may begin their mentorship for their elected position immediately and will assume full responsibility of such elected duties in accordance with the next fiscal year and per Article IV, Section 9.

#### **Section 6. Eligibility and Terms of Office.**

- a. Members are eligible for office if they are members in good standing at least 30 calendar days prior to the Annual meeting or a general meeting in which elections will be held.
- b. Executive officers are elected for two years and may serve no more than two (2) Consecutive terms in the same position.
- c. Individuals may rotate to different Officer/Director positions.
- d. An immediate family member may not succeed an officer or representative that has served in the same position for two terms.
- e. Each person elected shall hold only one position at a time on the Executive Operations Board.
- f. An officer or representative who has served in a position for more than one half a full term shall be deemed to have served full term in such position.
- g. The previous PTO President may serve on the board as an advisor for up to 2 years proceeding that individual's term. The advisor will not have Executive Operations Board motioning or voting rights.
- h. An exception to term limits may be approved due to lack of volunteers.

**Section 7. Vacancies.** If there is a vacancy in the office of President, the Vice President will become Acting President. At the next scheduled General meeting, an election will be held for the vacancy of President. If there is a vacancy in any other office, the Executive Operations Board shall appoint a temporary replacement to serve until the next General meeting where an election will be held. A vacancy for staff representatives shall be filled by school staff.

**Section 8. Removal from Office.** Executive Officers and Directors can be removed from their position by a two---thirds vote of those present (assuming a quorum) at a General meeting in accordance with Robert’s Rules of Order. If removed the member is not eligible to serve as an Officer or Director for 2 years following the removal.

**Section 9. Transition of the Executive Officers after Elections.** All official and unofficial documents, records, and materials shall be transferred from outgoing officers to their respective, incoming officers of the Executive Operations Board no later than June 30th. The outgoing treasurer shall submit documentation to the PTO bank no later than June 30th informing the financial institution of pending changes in signatory authority for the incoming president, vice president, and treasurer. The incoming president, vice president, and treasurer shall assume signatory authority for the PTO banking account no later than July 1st. A transition meeting of outgoing and incoming officers shall take place prior to but no later than 15 days after the last day of school.

## **Article V – Meetings**

**Section 1. Executive Operations Board Meetings.** Monthly meetings of the Executive Operations Board shall occur with the dates and times to be set and published to the General Membership during the first month of the school year. These postings shall include one copy posted on school premises and one copy transmitted to the homes of each student. One mandatory summer meeting shall be held among the incoming elected Board prior to the beginning of the school year for the purposes of discussing and setting additional or revised goals/objectives as well as their respective programs and budgets. Any PTO member in good standing is welcome to attend Executive Operations Board meetings however, they may not motion from the floor or vote during an Executive Operations Board meeting. Closed Meetings of the Executive Operations Board may be called by any two Executive Operations Board members, with 24 hour notice.

**Section 2. General Membership Meetings.** At least three General Membership meetings of the Organization shall occur during the school year at a time and place determined by the Executive Operations Board with at least seven days’ notice given before each meeting.

- a. The first General meeting shall occur at the beginning of the school year and will include review and approval of any amendments to the approved, working budget.
- b. Regular business of the meetings shall be controlled and conducted in accordance with Robert’s Rules in the form of motion for action or amendment thereof by the presiding officer.
- c. All members shall have equal opportunity to voice views on all actions prior to the vote.
- d. A motion for action shall complete by voting in the same meeting or may be tabled by an additional after discussion on the motion has concluded and prior to its vote.

Sequence of events:

- 1) general discussion for understanding action options



- 2) motion of a specific action (lost if not seconded)
- 3) second for motion
- 4) specific discussion of the motion
- 5) vote (passed or defeated) or, prior to the vote, amendments may oversight the motion:
  1. motion for amendment to original motion
  2. second for the amendment (lost if not seconded)
  3. specific discussion of the amendment
  4. vote (passed or defeated)
- e. Voting in meetings shall be by show of hands for normal business and by secret ballot for sensitive issues such as election of officers. Secret ballots will be cast upon request of any voting members (request does not have to be seconded).
- f. PTO business shall be conducted on the fiscal year from the first day of July through the last day of June the following year.
- g. Urgent actions of business or financial expenditures approved by the Executive Operations Board shall be reported at the next General meeting.

**Section 3. Annual Meetings.** The Annual meeting is for receiving committee reports, electing officers, and conducting additional regular business activities. The Organization will notify the members of the Annual meeting at least 30 days prior to the meeting by at least two methods of notification to include a posting on school premises and one transmitted to the homes of each student.

**Section 4. Special Meetings.** A Special Meeting is for conducting business outside of a prescheduled Executive Operations Board or General Membership Meeting. The Organization will notify the members of the Special Meeting seven days prior to the meeting.

- a. Special meetings may be called by the President.
- b. Special meetings may be called by any two members of the Executive Operations Board.
- c. A minimum of ten General Members may submit a written request to the Executive Operations Board for a Special Meeting
- d. The purpose of the Special Meeting must be communicated in the notice.
- e. All voting members shall be notified by at least two methods of notification to include a posting on school premises.
- f. Only business related to the Special meeting may be considered and conducted during the Special Meeting

**Section 5. Membership Representation at Meetings.** Should it be proposed that any of the types of meetings above be conducted in conjunction with a planned school function that function shall include representation from parents with children across all grades.

**Section 6. General Membership Quorum.**

- a. A General Membership quorum is the minimum number of General Members necessary to conduct the business of the PTO.

- b. A quorum for General Membership, Special or Annual Meetings shall be no less than 5% of paid PTO members in good standing.
- c. All meetings shall occur with any number of members attending, however, no voting shall occur unless a quorum is present.

**Section 7. Voting.**

- a. Election of officers, directors and representatives shall require a simple majority vote.
- b. Changing or disbanding the PTO organization requires a 2/3 supermajority vote.
- c. Amendments to the bylaws shall require a 2/3 majority vote.
- d. Each member in good standing has a vote (28 days requirement).
- e. Votes may be recorded by acclamation (without objection), show of hands, or secret ballot, unless noted specifically in other sections of these bylaws.
- f. In the event of a tie on a matter requiring a simple majority vote, the President’s vote shall break the tie.
- g. All other business requires a simple majority vote.

**Article VI – Executive Operations Boards**

**Section 1. Membership.** The Middle School and High School Executive Operations Boards shall consist of the Executive Officers (President, Vice President, Treasurer, Corresponding Secretary, and Recording Secretary), the Directors and the school Principal

**Section 2. Duties.** The duties of the Executive Operations Board shall be to transact business on behalf of the General Membership. Such duties include but are not limited to conducting Meetings, developing Policies and Procedures, developing and tasking Committees with specific objectives, preparing and submitting a proposed fiscal year budget to the membership for review and approval, reviewing and approving routine bills and expenditures, and preparing reports and recommendations to the General Membership.

The Principal and Staff Representatives shall attend meetings to communicate ideas from the administration and make necessary recommendations on behalf of the entire school staff.

**Section 4. Executive Operations Board Quorum.** An Executive Operations Board quorum is the minimum number of Executive Operations Board members necessary to conduct business during a Board meeting. One half of the entire, eligible, voting Executive Operations Board members plus one constitutes an Executive Operations Board quorum.

**Section 5. Removal and Vacancies.** See Article IV, Sections 7 and 8.

## **Article VII – Committees**

**Section 1. Membership, Terms, and Reporting Responsibilities.** Committees may consist of General members and Executive Operations Board members, with the Vice President acting as an ex-officio member of all committees. The terms of office for chairpersons shall be no more than two years unless no other members are interested. Committee chairs shall keep the PTO informed of their committees' progress at regular PTO meetings. If they are not able to attend, they shall provide a written or oral report to the Vice President prior to the meeting or delegate to a committee member to provide the report. Reports shall be compiled annually by all Chairpersons and filed with the Recording Secretary. Any Committees collecting funds on behalf of the PTO shall coordinate with the Treasurer regarding how to collect, record, and submit all monies prior to conducting the event. Once collected, all monies shall be delivered to the Treasurer (or to the President in the event of the Treasurer's absence) within 24 hours.

**Section 2. Standing Committees.** The following committees shall be held by the Organization: Fundraising, Hospitality, Membership, Cultural Arts, Bylaws, and Auditing.

- a. **Bylaws Committee.** The committee shall consist of at least 2 representatives of the General Membership. Any member in good standing may recommend changes to the bylaws and provide these verbally during a meeting or in writing to the Bylaws committee prior to a general meeting. The bylaws may be amended at any General or Special meeting of the membership, provided that previous notice of the changes and why they are being made is presented in writing by the Bylaws Committee. Notice of proposed amendments to the bylaws shall be sent to all members of the Organization at least 14 days prior to the meeting where the amendments will be presented for vote. Notice shall be given by at least two methods of notification to include a posting on school premises and one transmitted to the homes of each student. Amendments shall be approved by a two-thirds vote of those present, assuming a quorum.
- b. **Auditing Committee.** The Auditing committee shall consist of at least 3 representatives of the general membership, but may not include the president, vice president, or treasurer. The Executive Operations Board shall ensure that committee members and/or a certified auditor is unrelated to any individual having responsibility for receipt, maintenance, and disbursement of PTO funds in order to ensure sound financial health of the organization. The treasurer shall be present during all auditing processes.
- c. **Events Committee.** may be formed and shall consist of at least 3 representatives of the general membership to coordinate PTO involvement in activities.

- d. **Financing Committee.** A Financing Committee of at least 3 members shall be managed by a fundraising chair responsible for gathering financial donations from businesses and community members to help sponsor events at school, and manage the coordination of the PTO's fall and/or spring fundraising activities, and associated donations.
- e. **Membership Committee.** A Membership Committee of at least 2 members may be formed to organize the annual PTO membership drive and the on-going process to encourage membership. The committee shall maintain membership records as defined by the CMIT North PTO By-Laws and conducts recruitment effort primarily in August and September or when maximum recruitment opportunities
- f. **Nominating Committee.** A Nominating Committee may be formed for the purpose of soliciting interest and recommending candidates for all elected and appointed positions.

**Section 3. Additional Standing or Temporary Committees.** The Executive Operations Board may appoint additional committees as needed. Each standing committee must adhere to the CMIT North PTO SOPs.

## **Article VIII – Finances**

**Section 1.** The fiscal year shall begin on July 1 and end the following June 30.

**Section 2.** So that the PTO may continue to operate into its next fiscal year, which begins July 1, a proposed working budget shall be drafted by the outgoing Executive Operations Board members in preparation for the following school year. The proposed working budget shall be submitted to the General membership before the end of the school year and at least 21 days prior to the vote of its approval by at least two methods of notification to include a posting on school premises and one transmitted to the homes of each student.

**Section 3.** The Treasurer shall perform duties as described in Article IV, Section 2e. Additionally, the Treasurer shall keep accurate records of any disbursements, income, and bank account information. Bank accounts shall be reconciled monthly with copies provided to members in attendance at Executive Operations Board meetings. A detailed financial report shall be provided at all Executive Operations Board, General, Annual, and Special meetings.

**Section 4.** The Executive Operations Board shall authorize normal expenditures contained in the approved budget, but shall not exceed the rate of income or item limitations approved

by the General Membership. Any expense \$1000 or greater not approved in the Annual Budget, shall require a vote of approval by the General Membership and such intention of said expenditures shall be published with a minimum of 21 days' notice prior to the General Membership vote. If a quorum of the General Membership is not present to conduct a vote, the Executive Operations Board may default to an electronic vote by the General membership.

**Section 5.** Two authorized signatures/approvals shall be required on each check authorization form or cash withdrawal form. Authorized signers shall be the President and Treasurer unless otherwise delegated by President.

**Section 6.** 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.

**Section 7.** No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, officers or other private individuals except that the Organization shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.

## **Article IX — Parliamentary Authority**

**Section 1.** "Robert's Rules of Order" shall govern meetings when they are not in conflict with the Organization's bylaws.

**Article X – Policies and Procedures.** Policies and Procedures will be governed by the Executive Operations Board. Final approval of new or amended bylaws will be approved by a 2/3 majority vote. The Recording Secretary shall keep a record of these documents for future reference.

## **Article XI Conflict of Interest**

**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 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.

## **Section 2. Definitions.**

- a. **Interested Person.** Any Executive Officer, Director, or member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **b. Financial Interest.**

- 1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, an 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.
- 2) A financial interest is not necessarily a conflict of interest. Under Article XI, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 3. 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 Executive Officers, Directors and members with Executive Operations Board delegated powers considering the proposed transaction or arrangement.

### **b. Determining Whether a Conflict of Interest Exists**

- i. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Operations Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

**c. Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the Executive Operations Board 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.
  - 1. The President of the Executive Operations Board shall, if appropriate, appoint a committee to investigate alternatives to the proposed transaction or arrangement.
- ii. After exercising due diligence, the Executive Operations Board 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.
  - 1. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Operations Board shall determine by a majority vote of the disinterested Executive Officers and 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.

**d. Violations of the Conflicts of Interest Policy**

- i. If the Executive Operations Board 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 Executive Operations Board determines the member has failed to disclose an actual or possible conflict of interest, the Executive Operations Board shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings**

The minutes of the Executive Operations Board and all members with Executive Operations 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 Executive Operations Board'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.

### **Section 5. Compensation**

- a. A voting member of the Executive Operations 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. Voting member (s) of the Executive Operations Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is not prohibited from providing information to any committee regarding compensation.

### **Section 6. Appointment Statement**

Each Executive Officer, Director, and member with Executive Operations Board delegated powers shall sign an Appointment statement within 30 days of election or temporary appointment to a PTO position which affirms such person:

- a. Has read and understands the conflicts of interest policy in this article,
- b. Has agreed to comply with the policy,
- c. Has received the Roles and Responsibility Document on file with the PTO,
- d. Has received and read the Standard Operating Procedures Document on file with the PTO,
- e. Accepts a Code of Ethics to keep the roles of the organization functioning per above mentioned standards and to prevent lack of accountability for actions that harm the organization,
- f. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes, and
- g. Provides a signed copy of the statement to the Recording Secretary to be placed in the PTO files within 7 days upon receipt.

### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax---exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded,



reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article XI, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Operations Board of its responsibility for ensuring periodic reviews are conducted.

### **Article XII – Dissolution**

The Organization may be dissolved if the following

- 1) A Special Meeting is called per Article V, Section 4.
- 2) Two---thirds Supermajority vote of the General Membership as per Article V, Section 7.
- 3) Article VIII, Section 6 is adhered to.