

Hamlin Middle School PTSO, Inc

By-Laws

Article I- Name

The name of the organization shall be the Hamlin Middle School PTSO, Inc. The PTSO is located at Hamlin Middle School, 16025 Silver Grove Blvd., Winter Garden, Florida 34787.

The PTSO is a non-profit organization that exists for charitable and educational purposes, including the making of distributions to Hamlin Middle School and organizations that qualify as tax exempt organizations under section 501(c)(3) of the Internal Revenue Code and serve the mission of Hamlin Middle School PTSO.

Article II- Purpose and Powers

- (1) The purpose for which the Corporation is organized and operated is exclusively for charitable, and educational purposes, including the making of distributions to organizations that qualify as tax exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes shall include the following:
 - (a) Promote and support the general welfare of all the students at the school.
 - (b) Assist the staff of the school to enhance the educational experience of students at Hamlin Middle School.
 - (c) Foster relationships among the parents, teachers, school staff, students, and community through volunteer, community, and financial support.
- (2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:
 - (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work;
 - (b) To solicit, raise, and assist in raising funds for the purposes herein set forth;
 - (c) To acquire, own, lease, mortgage, and dispose of property both real and personal;
 - (d) To accept property and donations in trust for charitable purposes.
- (3) The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to

the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) The corporation shall not:

- (i) operate for the purpose of carrying on a trade or business for profit;
- (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purpose of the corporation.

Article III - Members

- (1) Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member. Any student of Hamlin Middle School may be a member. The principal and any teacher or staff member employed at the school may be a member and shall have voting rights. Every family that becomes members will have 1 vote per family.
- (2) Dues will be established by the executive board. A member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights within 7 calendar days prior to meeting.

Article IV - Officers and Elections

(1) Executive Board: The executive board role will be to:

- (a) Develop Hamlin Middle School PTSO's annual budget;
- (b) Establish and oversee committees to conduct the work of the PTSO;
- (c) Set a regular meeting schedule;
- (d) Establish fundraising programs;
- (e) Transact emergency business in the interval between PTSO meetings;
- (f) All board members must attend (3) School Approved Events during the One year term;
- (g) Shall consist of the following elected officers:

- (i) **President:** Presides at Hamlin Middle School PTSO meetings and executive board meetings; serves as the official representative of Hamlin Middle School PTSO and the primary contact for the principal; represent the organization at meetings outside the organization; serves as an ex officio member of all committees except the nominating committee; coordinates the work of all the officers and committees so that the purpose of the organization is served; and other such duties applicable to the office as prescribed by the parliamentary authority of the organization.
- (ii) **Executive Vice President:** Works as the primary aid to the president to help lead the PTSO towards specific goals. Attends all meetings as requested by the president, presents a report to the PTSO board for any meeting attended on behalf of the president and carries out other duties outline in unit bylaws or as assigned the by committee system of Hamlin Middle School PTSO,
- (iii) **Vice President of Business:** Will assist the president, participates in executive board meetings and provides input for decisions while being an ambassador for the PTSO and Hamlin Middle School. Will oversee committees, makes sure all committees have all the information needed to be in line with OCPS district rules and guidelines along with the school rules and guidelines. Will assist the president and executive VP as needed, serve as the PTSO parliamentarian. Will be the contact between committee chairs and the executive board along with the president of the PTSO.
- (iv) **Secretary:** Record the minutes of all meetings of Hamlin Middle School PTSO and the executive board; prepare agendas, handle correspondence, including notices of meetings to membership, and all other written communications as directed by Hamlin Middle School PTSO, or the Executive Board; keep all records of the organization, including but not limited to copies of meeting minutes, bylaws, rules and membership list; & other such duties applicable to the office as prescribed by the parliamentary authority of the organization, Secretary will make any necessary changes to the minutes and distribute those changes within 2 weeks to the executive board via email.
- (v) **Treasurer:** Has custody of all the funds of Hamlin Middle School PTSO; keep a full and accurate account of receipts and expenditures; and make disbursements in accordance with the approved budget, as authorized by the Hamlin Middle School PTSO Board or Executive Board. The Treasurer is responsible for the maintenance of such books of the account and records. The treasurer shall present the budget and a full

financial status report at the first general PTSO meeting each school year, provide financial updates at each of the monthly PTSO Board meetings and compile an Annual Report at the end of each year; and other such duties applicable to the office as prescribed by the parliamentary authority of the organization.

- (h) The number of executive board members may be increased by two officers with a vote by the then serving Executive Board at least one month prior to the annual meeting. Members of the Board shall be members in good standing at the time of their election and while so serving.
- (2) **Nominations and Elections.** Elections will be held at the last scheduled meeting of the organization for the school year, during the month of April and shall be known as the annual meeting. General nominations are made at the meeting prior. The nominating committee shall select a candidate for each office and present the slate at the annual meeting. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.
- (3) **Eligibility.** Members are eligible for office if they are members in good standing at least seven (7) calendar days before the nominating committee presents its slate.
- (4) **Terms of Office.** Offices are elected for one year and may serve no more than two (2) consecutive terms in the same office, unless an eligible number (See Article IV, (3) - Eligibility) does not volunteer or cannot be found to fill the position. Each person elected shall hold only one office at a time.
- (5) **Meetings.** Regular meetings of the executive board shall be held once a month, at a time to be determined by the board. Special meetings may be called by any two (2) board members with a 24 hours notice. Votes shall be determined by a majority vote of the board members in attendance.
- (6) **Vacancies.** If there is a vacancy in the office of the president, the Executive Vice President will become the president. At the next regularly scheduled meeting, a new Executive Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.
- (7) **Removal From Office.** Officers can be removed from office with or without cause by a two-thirds vote of those board members present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V- Meetings

- (1) **General Meetings.** General meetings of the organization shall be held at minimum three times during the school year. Unless otherwise provided by the organization or the

Executive Board, five (5) days notice shall be given of a change of date. The annual meeting will be held in April at a regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. Meetings are held in-person, which shall be identified in the meeting notice.

- (2) **Special Meetings.** Special meetings may be called by the president, any two (2) members of the executive board, or five (5) general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least five (5) days prior to the meeting, by email, phone call, or text. Meetings are held in-person, which shall be identified in the meeting notice.
- (3) **Voting.** Each family in good standing is eligible to vote, one vote per household. Absentee and proxy votes are not allowed.
- (4) **Quorum.** The Quorum shall be three (3) members of the organization.
- (5) **Notification of Meetings.** The secretary will notify members of the meeting via email, PTSO Facebook group, or text at least seven (7) days prior to the meeting.

Article VI - Executive Board

- (1) **Membership.** The Executive Board shall consist of the elected officers and principal.
 - (a) The principal may designate another administration role to represent them if the principal cannot attend a meeting.
- (2) **Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the general membership, approve routine bills, and prepare reports and recommendations to the membership.
- (3) **Meetings.** Regular executive meetings shall be held at least bi-monthly, at a time to be determined by the executive board. Special meetings may be called by any two (2) board members with a 24 hours notice. Meetings may be held in-person, which shall be identified in the meeting notice.
- (4) **Quorum.** Half the members of the board constitutes a quorum.
- (5) **Voting.** All business transactions require adoption by a majority of those present.

Article VII - Committees

- (1) **Membership.** Committees may consist of members and board members, with the president acting as an ex-officio member of all committees.
- (2) **Standing Committees.** The Executive Board will appoint Standing Committee Chairs each school year. It will be noted in an addendum to the by-laws each year.
 - (a) The Executive Board can vote to give standing committees voting privileges during the Executive Board Meetings.

Article VIII - Finances

- (1) A tentative budget shall be drafted in the fall for each school year and presented to the public at least seven (7) days prior to the first regular meeting of the year. The budget shall be approved by majority vote of the members present at the first regular meeting of the year.
- (2) The treasurer shall keep accurate records of any disbursements, income, and bank account information.
- (3) The Executive Board shall approve all expenses outside of the approved budget under \$500. Anything over \$501 shall be presented for a vote at a general meeting.
- (4) Two authorized signatures shall be required on each check. Authorized signers shall be the president, treasurer, and one other member of the executive board.
- (5) The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Finance Committee.
- (6) The executive board shall approve any essential business expenses prior to an approved budget to ensure the smooth operation of the PTSO.
- (7) Upon 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.
- (8) Current PTSO board will leave \$1,000 a carryover for incoming PTSO board
- (9) The fiscal year shall be July 1 to June 30.

Article IX - Parliamentary Authority

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

Article X - Standing Rules

Standing rules may be approved by the Executive Board and the secretary shall keep a record of the standing rules for future reference.

Article XI - Indemnification

- (1) The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on:
 - (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of IRS Code (or corresponding section of any future Federal Tax Code) or
 - (b) By a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the IRS code (or corresponding section of any future Federal Tax Code).
 - (c) Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or the Internal Revenue Code, or corresponding section of any future Federal Tax Code, (See Article VIII, Section 6) or shall be distributed to the Federal Government, or to a state or local government, for public purpose.

Article XII- Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XIII- Bylaws

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing five (5) days prior to the meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, email, text, or by posting on the website or social media. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIV- Amendments

This Corporation/Organization reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment, hereto.

Article XV- Powers

The Corporation/Organization is to have the power to do any and all things necessary or expedient for carrying out the objectives and purposes of the Corporation/Organization and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations/organizations of similar character under the law of the State of Florida.

Article XVI- Non- Discrimination

Hamlin Middle School PTSO does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, membership, selection of volunteers, vendors, or staff.

Article XVII- Conflict of Interest Policy

(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 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.

(2) **Definitions.**

(a) **Interested Person.** Any 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. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(3) Procedures.

- (a) **Duty 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 Board 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 governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or Arrangement involving the possible conflict of interest.
 - (ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (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 executive board 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 or to enter into the transaction or arrangement.

(d) Violations of the Conflict of Interest Policy.

- (i) If the governing board committee has reasonable cause to believe a member has failed to disclose actual or possible conflict 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.

(4) 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.

(5) 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.

(6) **Annual Statements.** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understood the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

(7) **Periodic Reviews.** To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. the periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

(8) **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. if outside experts are used, there you shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Approved:

Suzanne M. Knight, Principal

Jeanina Van Brunt, PTSO President

Date

Date