

**TILLER SCHOOL PTSO**  
**BYLAWS**  
**ADOPTED AS OF NOVEMBER 23, 2015**

**ARTICLE I. NAME**

The name of the organization shall be Tiller School PTSO (hereinafter referred to as "PTSO"). The PTSO is located at Tiller School, 1950 U.S. 70, Beaufort, NC 28516.

**ARTICLE II. PURPOSE**

The PTSO is organized for the purpose of supporting the education of the children at Tiller School by fostering relationships among the school, parents, and teachers. The organization 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. MEMBERS**

**Section 1.** There shall be two classes of membership according to the bylaws of the PTSO: General and Voting.

**General Membership** shall be automatically granted to all parents and guardians of Tiller School students.

**Voting Membership** shall be automatically granted to all staff at Tiller School. General Members shall become Voting Members when they submit the annual form to Join the Tiller PTSO. The Secretary will maintain a current list of all Voting Members.

**Section 2.** Voting Members have voting privileges, one vote per household.

**Section 3.** Dues, if any, will be established by the Executive Board. If dues are charged, a member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights.

**ARTICLE IV. EXECUTIVE BOARD**

**Section 1. Membership.** The Executive Board shall consist of the officers and the Tiller School Executive Director.

**Section 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 for review/adoption by the general membership, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

**Section 3. Meetings.** Executive Board meetings shall be held monthly on a date and time to be determined by the Executive Board. Special meetings may be called by any two Executive Board members, with 24 hours notice.

**Section 4. Quorum.** Half the number of Executive Board members plus one constitutes a quorum.

#### **ARTICLE V. OFFICERS AND ELECTIONS**

**Section 1.** The elected officers of this PTSO shall be a: (1) president; (2) vice president; (3) secretary and (4) treasurer. The term of office shall be July 1 through June 30 of each calendar year. The Tiller School Executive Director shall serve as a member of the Executive Board to act as a liaison between the Executive Board and the administration, cast tie-breaking votes within the Executive Board only when necessary, and ensure that the Executive Board functions consistently with the goals of the Tiller School.

**President:** The president shall preside over meetings of the organization and Executive Board, serve as the primary contact for the Tiller School Executive Director, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

**Vice President:** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.

**Secretary:** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda at the direction of the President and consultation with other Executive Board Members, handle the correspondence and cause notices of meetings to be sent to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

**Treasurer:** The treasurer shall receive all funds of the organization, keep an accurate record of the receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. He or she will present a financial statement at every meeting and at other times of the year when requested by the Executive Board, and make a full report at the end of the year. He/she will also be responsible to coordinate the completion and filing of the annual tax return for the PTSO. The annual return is due to the Internal Revenue Service by November 15 of each calendar year. All funds of the PTSO shall be deposited to the credit of the PTSO in such banks or depositories under such terms and conditions as may be determined by the Board of Directors.

**Section 2. Nominations and Elections.** Nomination forms shall be distributed during the March meeting and must be returned seven days before the April PTSO meeting. All qualified individuals who are nominated shall be announced during the April PTSO meeting. Elections shall be held during the May PSTO meeting. The Executive Board shall take office on July 1 of the respective calendar year. A simple majority vote shall elect.

**Section 3. Eligibility.** Members are eligible for a position on the Executive Board if they are in good standing at the time of their nomination.

**Section 4. Terms of Office.** Officers shall assume their official duties no later than July 1st in the year in which they are elected and shall serve for a term of one year or until their successors are elected.

**Section 5. Vacancies.** If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected by written ballot after nominations from the floor. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

**Section 6: Removal from Office.** Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

#### **ARTICLE VI. MEETINGS**

**Section 1. Regular Meetings.** The regular meeting of the organization shall be once a month during the school year at a time and place determined by the Executive Board at least one month before the meeting. There shall be one meeting during the months of July and August to be scheduled by the newly elected Executive Board prior to the last day of school. The annual meeting will be held in place of the May regular meeting. The annual meeting is for electing officers. The secretary will cause the members to be notified of the meetings in a notice to be sent home at least one week prior to the meeting. During the June regular meeting, final reports by each Executive Board Member shall be given to the membership and, upon completion of that task, the newly elected Executive Board shall be installed as officers and resume their duties.

**Section 2. Special Meetings.** Special meetings may be called by the president, any two members of the Executive Board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting by flyer sent home with the students and electronic message.

**Section 3. Voting.** Each Voting Member of the PTSO is eligible to vote, one (1) vote per household. Voting Members will be notified of pending votes five (5) days before the vote is scheduled to happen. Voting Members will submit their votes at the scheduled meeting for voting or may vote in absentia through email or paper ballot. Votes shall pass with  $\frac{2}{3}$  approval of voting members voting, present or absentee.

**Section 4. Quorum.** The quorum shall be 7 members of the organization.

## **ARTICLE VII- COMMITTEES**

**Section 1. Committees.** The Executive Board may appoint committees as needed.

**Section 2. Membership.** Committees may consist of members and Executive Board Members, with the president acting as an ex officio member of all committees as well as any parent, guardian, or other adult standing in loco parentis for a student at the school. Only members of the Tiller School PTSO shall serve as a Committee Chair. Only members of the Tiller School Community shall serve on any committee as a member or volunteer. Members of the Tiller Community include the individuals with a direct contact to a Tiller School student, employee, or member of the administration. By way of example, this includes members of the Tiller School Community individual's immediate and extended family and members of the public who have demonstrated an ability to assist and volunteer within the Tiller Community in a positive and productive manner.

## **ARTICLE VIII- FINANCES**

**Section 1.** A tentative budget shall be drafted by the Executive Board in August and submitted to the general membership for approval during the September meeting and approved by a majority vote of the members present.

**Section 2.** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3.** Approval of any expenses in excess of the aggregate budget for any one event shall be approved by the Executive Board by electronic mail vote after notice is given by the treasurer.

**Section 4.** The treasurer shall prepare an annual financial statement and present the same to the Audit Committee on or before June 30.

**Section 5.** Upon dissolution of the organization, any remaining funds will be donated to the Tiller School.

**Section 6.** The fiscal year shall be from July 1 to June 30.

**Section 7.** Authorized signers shall be the president and treasurer.

## **ARTICLE IX- RULES OF ORDER**

Democratic Rules of Order 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- DISSOLUTION**

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. In the event of dissolution, any remaining funds will be donated to the Tiller School.

## **ARTICLE XII- AMENDMENTS**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice shall be given by postal mail, e-mail, or fax. Amendments will be approved by a two-thirds vote of voting members.

The Amendments shall not be inconsistent with the purposes described in the Certificate of Incorporation, its classification as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To that end, if the Executive Board is presented with a written opinion by an accountant that any provision set forth herein is inconsistent with state or federal law, the Executive Board shall have the authority to amend the Bylaws to conform with the written opinion.

Any Amendment adopted during the calendar school year shall be effective as of the date of adoption however, if it cannot be enforced mid-year or if to enforce it mid-year shall require a reorganization of committees or organizational structure, the amendment shall take effect on July 1.

## **ARTICLE XIII- CONFLICT OF INTEREST POLICY**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, the Tiller School PTSO 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 including but not limited to Section 4958 of the Internal Revenue Code of 1986, as amended, and/or Conn. Gen. Stat. § 1127-1130.

### **Section 2. Definitions.**

(a) Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- 1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- 2) A compensation arrangement with any entity with which the Organization has a transaction or arrangement, or

3) A proposal 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 3, 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.** 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 who shall decide if a conflict of interest exists.

#### **ARTICLE XIV – STANDARDS OF CONDUCT**

**Anti-harassment and Anti-discrimination.** Tiller School PTSO functions without discrimination on the basis of race, color, religion, creed, national origin, sex, age, marital status, pregnancy, sexual orientation, physical or mental ability, medical condition, veteran status, political affiliation, ancestry, or other status protected by law. The PTSO is also committed to providing functions free from harassment based on any of the characteristics listed.

#### **ARTICLE XV – INDEMNIFICATION AND LIABILITY**

**Indemnification.** The PTSO shall indemnify members to the fullest extent allowed upon determination that indemnification is proper under the circumstances insofar as all applicable standards of conduct have been complied with including but not limited to the PTSO By-Laws, the rules and/or regulations of the Carteret County Board of Education, and governing state and/or federal law. Indemnification provided by this provision shall survive the termination of the PTSO-member relationship and shall inure to the benefit of heirs, executors and administration of such a person.

**Liability.** A member of the PTSO Executive Board shall not be liable to the PTSO for breach of duty in their capacity as a member of the Executive Board for monetary damages except to the extent that said economic losses are caused by the intentional conduct of the PTSO Executive Board Member. No amendment, modification or repeal of this provision shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.