

MSAD 51 PARENT TEACHER ORGANIZATION CONSTITUTION AND BYLAWS

Article 1. Name, Location & Type

Sec. 1. Name. The name of the corporation shall be MSAD 51 Parent Teacher Organization (PTO).

Sec. 2. Location. The corporation shall be located in Cumberland, County of Cumberland, and State of Maine.

Sec. 3. Type. 501 (c) (3)

Article 2. Purpose

Sec. 1. Purpose. The purpose of the PTO is to enhance the educational experience for children attending public schools located in the Towns of Cumberland and North Yarmouth, Maine (the district) through communication and cooperation among parents, teachers and administration of MSAD 51.

Article 3. Goals and Powers

Sec. 1. Goals. The PTO shall develop, maintain, and finance programs, functions, and projects that:

- **Align, high impact/low input, enrichment activities and events with building goals and classroom themes.**
- **Maintain and strengthen communication lines among district entities.**
- **Provide events for students, administrators, teachers and employees of the district to promote community.**
- **Raise funds to support our mission.**
- **Strive to be a high-impact non-profit organization.**

Sec. 2. Powers. To effect the foregoing purposes of the organization, the organization shall have such powers as are conferred upon non-profit corporations by the Maine Nonprofit Corporations Act, provided that no part of the net earnings of the organization shall inure to the benefit of any member, director, or officer of the organization or any private individual and no member, director, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization assets on dissolution of the organization.

Sec. 3. Fiscal Year. The fiscal year of the organization shall be August 1st to July 31st.

Article 4. Membership and Meetings

Sec. 1. Membership. Membership consists of MSAD 51 parents, guardians, administrators, teachers, and staff employees. The PTO is noncommercial, nonsectarian, and nonpartisan. No fee shall be imposed to be a member of the PTO.

Sec. 2. Meetings. Meeting of the members shall take place on the second Tuesday of September, October, November, January, March, and May.

Sec. 3. Annual Meeting. The May meeting shall serve as the Annual Meeting for the purpose of election of new officers.

Sec. 4. Budget Meeting. The annual budget of the organization shall be approved by the members at the first monthly informational meeting of the school year. The Co-Chairs shall present a proposed budget for the fiscal year to the members after the proposed budget has been reviewed and approved by the Officers.

Article 5. Officers and Duties of Officers

Sec. 1. Officers. The affairs of the organization shall be governed by a Board of Directors which will include the following officers: Co-Chairpersons, Co-Secretaries, Co-Treasurers, and Co-Chairs of Fundraising, Events, Publicity, Website, Volunteers and Enrichment (positions representing each school in the district). Board positions, including that of any Co-position, may be added or deleted as deemed necessary by a majority vote of the Board.

Sec. 2. Term. The term of each Board Member shall be two (2) years beginning on August 1st and ending on July 31st.

1. One chairperson, 1 secretary, 1 treasurer, 1 chair of each committee and two (2) of the three (3) enrichment positions will be elected biennially to be designated as 'A' members. The following year the remaining positions will be elected for two years to be designated as 'B' members. In the event of a board vacancy, the successor will complete the term of the vacated board member. 'A' and 'B' members are equal in all respects.
2. Board members may be elected to more than one term by submitting their names as candidates for their position each time that their two-year term is up for election.
3. In the event that both Co-positions for any board team (e.g. both Co-Fundraising Chairs) become open and are up for election at the annual meeting, one position will be elected as a two-year position and the other will be elected as a one-year position.
4. Board members may be elected to the Board if they are a parent of a child coming into the district, or if they are a parent of an alumni child from the district.

Sec. 3. Duties of Officers. The officers of the organization shall be as follows:

Co-Chairpersons
Co-Secretaries
Co-Treasurers
Co-Fundraising
Co-Events
Co-Publicity
Co-Enrichment
Volunteers

1. *The Co-Chairpersons shall:*

- Preside at all meetings;
- Represent the organization at all community meetings;
- Have general supervision of any and all business relating to the organization;
- Create and distribute the agenda for each business meeting 5 days prior to the meeting date;
- Review all newsletters, submissions to school newsletters, press releases, and other documents prior to distribution; and
- Serve as a liaison between the administration, teachers, and parents.

2. *The Co-Secretaries shall:*

- Take a full and accurate written account of all meetings;
- Type and distribute minutes to all Board members no later than one week prior to the next scheduled Business Meeting;
- Generate and send all correspondence and thank you notes as deemed necessary by the board.

3. *The Co-Treasurers shall perform monthly responsibilities including, but not limited to the following:*

- Write checks to pay all bills and fulfill all reimbursement and enrichment funding requests;
- Deposit of all funds received;
- Deliver checks, either personally or via mail;
- Reconcile all banks accounts;
- Monitor account balances and grade-level expenditures;
- Prepare monthly treasurer's reports; and
- Pay any applicable state taxes and accompanying reporting and record keeping.
- File informational tax return by December 15 of each year.

4. *The Fundraising Co-Chairs shall:*

- Supervise all fundraising events;
- Coordinate the distribution of materials and transference of funds raised to the Treasurers in a timely manner; and
- Recommend new fundraising ideas to the Board.
- Coordinate and expedite Boxtops and Hannaford Helps.

5. *The Events Co-Chairs shall:*

- Create or update written record of each event
- Oversee the logistics and enlist volunteers for all events; and
- Provide support as deemed necessary and reasonable for other PTO events that may occur.

6. *The Publicity Co-chairs (2) shall:*

Chair A. (web)

- Maintain the PTO website with current information;
- Make the public aware of all organizational events including meetings, special programs, fundraising events, and enrichment programs;
- Ensure information is available to the public via E-Connections and the website in a timely manner; and maintain the PTO E-Connections e-mail listings in a confidential manner

Chair B. (newsletter)

- Provide a copy of any articles or informational pieces to be published in the school newsletters, on the PTO website or sent out via PTO E-Connections to the Co-Chairs;
- Use local newspapers, school newsletters, and the PTO newsletter and/or website, posters, the local access cable channel, and any other appropriate means to publicize PTO events
- Coordinate reader boards located at NYMS and MIW with current district happenings with volunteers
- Coordinate with volunteers monthly updates to the PTO informational bulletin boards at any school at which the organization is allowed to maintain a bulletin board

7. *The Enrichment Chairs shall:*

- Coordinate enrichment activities at each school;
- Monitor and approve grade-level expenditures;
- Meet regularly with teachers to develop programs that complement the curriculum;
- Coordinate field trips, speakers, assemblies, presentations and teacher workshops; and
- Maintain dialogue among school chairs.
- Provide written updates for monthly PTO informational meetings.

There will be a separate Enrichment Chair for each school: Mabel I. Wilson, Drowne Road School/North Yarmouth Memorial School, Greely Middle School/ Greely High School.

8. *The Volunteer Chair shall:*

- Work to create a diverse mix of volunteers.
- Coordinate volunteer activities for specific fundraising and PTO sponsored events;
- Guide room parents and classroom volunteer coordinators;

Sec. 4. Removal. Any board member may be removed for cause upon a motion and a second by any member of the PTO Board at a monthly meeting followed by a 2/3 vote of the other members of the Board at the next monthly meeting.

Sec. 5. Vacancies. Any board vacancy shall be filled from the membership at large. In case of a mid-term board vacancy, the remaining Board members shall elect a successor to fulfill the remainder of the vacated term.

Article 7. Elections

Sec. 1. Annual Meeting. The Annual Meeting of the Membership shall be held the second Tuesday of May for the purpose of filling open Board positions.

Sec. 2. Open Positions.

1. Positions open for election in May will be advertised in school newsletters/websites, via PTO E-Connection, and on the PTO website 1 month prior to the election.
2. Candidates must submit their names for one open position to the current Co-Chairs by 8 p.m. on the Tuesday 2 weeks prior to the scheduled Annual Meeting taking place in May.
3. If a current board member wishes to submit his/her name for a position other than the position held at the time of the submission, that board member must resign from the board.
4. Submission is open to any PTO member including any current PTO board members wishing to run for re-election.

Sec. 3. Officers will be elected by means of written ballot of those in attendance at the May meeting.

Sec. 4. If a candidate is unopposed, the Board may, at its discretion, dispense with a formal vote.

Sec. 5. New officers will attend the June meeting following their election but will not be eligible for voting rights until August 1st.

Sec. 6. Upon the election of new officers, outgoing officers for those positions will ensure the transfer of relevant materials occurs on a timely basis. All materials shall be transferred by July 31st of each election year. Outgoing officers will also make themselves available to new officers to assist in any way possible during the transition period.

Article 8. Voting Rights

Sec. 1. The general membership may only vote in the case of a change to the by-laws and to elect new officers at the Annual Meeting. These upcoming votes will be publicized in the school newsletters occurring during the month prior to the vote, as well as on the PTO website. PTO E-Connection members will be notified via email.

Sec. 2. All other issues of the PTO shall be discussed at the monthly membership meetings prior to voting. Discussion is open to all in attendance. Voting on such items shall be limited to the Board Members.

Sec. 3. In the event that a member is unable to attend a meeting, absentee voting shall be permitted via phone or by presenting a sealed envelope to a chairperson prior to the meeting. In a situation where a decision is needed without the possibility of a scheduled meeting, approval of a motion may be met with a majority vote of 2/3 of the board responding via phone or email.

Article 9. Allocation of Monies

Sec. 1. The fiscal year of the organization shall be August 1 to July 31.

Sec. 2. The goal of fundraising activities is primarily to sponsor enrichment programs.

Sec. 3. Funds raised shall be allocated based on the current enrichment guidelines outlined in the PTO Handbook. Funds raised on or after Memorial Day shall be allocated the following school year.

Sec. 4. Upon dissolution of the organization, any funds remaining after all outstanding operating bills and outstanding, approved requests for funding and/or reimbursement have been satisfied will be distributed to the administrators at each building, grades K through 12, to be used for enrichment purposes at the discretion of said administrators.

Article 10. Other Items

Sec. 1. The PTO E-connection e-mail listing is to be used for PTO and district informational use only.

Sec. 2 Each board member is recognized as an individual outside of the organization. PTO board members may not speak for the organization as a whole with regard to local, state, or national issues. Any board member speaking about an issue should clearly identify that s/he is speaking as her/himself, and not on behalf of the PTO board, prior to beginning her/his statement.

Sec. 3. PTO board members shall maintain confidentiality with respect to any knowledge they have gained related to district employees or students as the result of their work both in the schools and at PTO-related meetings and functions.

Sec. 4. The PTO Handbook shall serve as a guide for many day-to-day operations in the organization. The Handbook will be accepted by the Board Members each year for the coming year at the September business meeting, following revisions on an as-needed basis.

Article 11. Amendments to the By-Laws

Sec. 1. In order to amend the by-laws of the Board, there needs to be written intent presented to the Board prior to the next Board meeting.

Sec. 2. A two-thirds quorum of the board is necessary for a vote to occur and a majority vote of those board members present is required to pass a motion.

Article 12. Conflict of Interest

1. Purpose.

The purpose of this conflict of interest policy is to protect the PTO's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of the PTO or might result in an excess benefit transaction. This policy is intended to supplement but not supplant any applicable state and federal laws governing conflict of interest applicable to the PTO.

2. Definitions.

For purposes of this Article, the following definitions shall apply. An "interested person" is any director, officer, or member of a committee with powers delegated by the board of directors who has a direct or indirect financial interest in the contemplated transaction or arrangement with the PTO. A "disinterested director" is a director who is not an interested person. 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 participating in a transaction or arrangement with the PTO; (ii) a compensation arrangement with the PTO or with any entity or individual participating in a transaction or arrangement with the PTO; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PTO is negotiating a transaction or arrangement. “Compensation” shall include direct and indirect remuneration as well as gifts or favors that are not insubstantial.

3. Procedures.

A financial interest is not necessarily a conflict of interest. A conflict of interest exists only when the disinterested directors determine that a conflict exists after full disclosure by the interested person of all material facts related to his or her financial interest in the proposed transaction or arrangement. The interested person may attend the meeting at which such determination will be made only for the purpose of making a presentation, answering questions, and participating in preliminary discussion. The interested person shall leave the meeting before the determination of a conflict of interest is discussed and voted on by the disinterested directors. If appropriate, a Co-Chairperson (or another officer if the Co-Chairpersons are both interested persons) shall appoint a disinterest person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the disinterested directors shall determine whether the PTO 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested directors shall determine whether the transaction or arrangement is in the PTO’s best interest, is for the PTO’s own benefit, and is fair and reasonable. If the disinterested directors so determine, they may decide to enter into the transaction or arrangement.

Adopted September 8, 2009

Heather Giandrea
Co-Chair

Gloria Nicholson
Co-Chair