

**BYLAWS OF
EAST MECKLENBURG HIGH SCHOOL
PARENT TEACHER STUDENT ORGANIZATION, INC.
a Nonprofit Corporation
*Amended June 2, 2020***

ARTICLE I

NAME

The name of the organization shall be the East Mecklenburg High School Parent Teacher Student Organization, Inc. (“Corporation”).

ARTICLE II

PURPOSE

The Corporation is dedicated to the development and success of the students and the support of teachers and staff at East Mecklenburg High School (“EMHS”). The goals of the Corporation are to foster a sense of community, facilitate communication, encourage volunteerism, provide resources, and advocate for the needs of the EMHS community.

ARTICLE III

MEMBERSHIP

Section 3.01 The Corporation shall have members.

Section 3.02 Membership in the Corporation shall be open, without discrimination, to anyone.

Section 3.03 Dues, if any, will be established by the Board of Directors which shall also be known as the Executive Board (as hereinafter defined in Article VI). If dues are charged, a member must have paid his or her dues before any given meeting to be considered a member in good standing with voting rights.

Section 3.04 The Corporation shall conduct an annual enrollment of members, but may admit additional members at any time.

Section 3.05 Only members shall be eligible to participate and vote in business meetings of the Corporation or to serve in any of its elective or appointive positions.

Section 3.06 The membership year shall begin on July 1 and end on the following June 30.

ARTICLE IV

OFFICERS AND ELECTIONS

Section 4.01 Officers shall consist of the president, vice president, treasurer and secretary and any other officers deemed necessary by the Executive Board. The offices of president and vice president may be shared by two members acting as co-presidents or co-vice presidents. If the position of president or vice president is shared, the distribution of job responsibilities shall be established and communicated with the Executive Board. Each officer shall be a member of the Corporation and shall receive no compensation for being an officer.

Section 4.02 Officer Nominating Committee.

- (a) There shall be a nominating committee composed of three members who shall be selected by the PTSO Board (as hereinafter defined in Article VII) at least one month prior to the election of officers. The committee shall elect its own chairman.
- (b) The nominating committee shall nominate an eligible person for each office to be filled and report its nominees to the PTSO Board for approval. Approval shall be by a majority vote of the PTSO Board a quorum being present.
- (c) Neither the president nor the principal shall be members of the nominating committee.

Section 4.03 Officer Elections.

- (a) Elections will be held at the final general membership meeting of the school year. At that meeting the nominating committee shall present the slate at which time additional nominations may be made from the floor.
- (b) Elections may be held by voice vote, when there is only one nominee for any office. However, if there is more than one nominee for any office, election for that office must be by ballot.
- (c) An officer shall assume his/her duties July 1 and shall serve for a term of one year or until his/her predecessor is elected, whichever is later. The office of treasurer

shall complete his/her duties upon the final reconciliation of financial reports for the year.

- (d) Officers are elected for one year and may serve no more than two consecutive terms in the same office, with the exception of secretary, who may serve three.

Section 4.04 Officer Vacancies. A vacancy in any elected office shall be filled for the unexpired term by a person elected by a majority vote of the PTSO Board, five days notice of such election having been given. If the vacancy is in the office of president, the vice president shall give notice of the meeting.

Section 4.05 Removal from Office. Officers can be removed with or without cause by a two-thirds vote of those present (assuming a quorum) at a PTSO Board meeting where two weeks prior notice has been given as to the purpose of the meeting.

ARTICLE V

OFFICER DUTIES

Section 5.01 President. The president or co-presidents shall preside over meetings of the Corporation and the Executive Board, serve as the primary contact for the principal, represent the Corporation at meetings outside the Corporation, serve as 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 Corporation is served.

Section 5.02 Vice President. The vice president(s) shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall administer and oversee compliance of the Corporation with the Conflict of Interest Policy (see Article XVI).

Section 5.03 Secretary. The secretary shall keep all records of the Corporation, take and record minutes, prepare the agenda, handle correspondence, and send notices of meeting to the membership. The secretary also maintains a notebook of minutes, bylaws, rules, membership list, and any other necessary supplies and brings them to meetings.

Section 5.04 Treasurer.

- (a) All monies collected by the Corporation as dues, raised in fundraising activities, received as contributions, or otherwise acquired belong to the Corporation to

promote and implement a program of services, projects and other activities approved and adopted and directed by the membership of the Corporation.

- (b) The treasurer shall have oversight of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and in accordance with the provisions in the annual budget adopted by the Corporation, shall make disbursements as authorized by the president, Executive Board, PTSO Board and membership.
- (c) The treasurer shall present a financial statement at every general meeting, at every PTSO Board meeting and at other times when requested by the Executive Board.
- (d) The treasurer's accounts shall be examined annually by an auditing committee of not less than three members, who shall confirm and verify that the treasurer's annual report is correct and shall sign a statement of that fact. The auditing committee shall be selected by the Executive Board in the last quarter of the fiscal year. The audit shall be completed by August 15th after the end of the fiscal year.

Section 5.05 All Officers. Upon the expiration of the term of office or in case of resignation or removal, all officers shall turn over to the president, without delay, all records, books, and other materials pertaining to the office and shall return to the treasurer, without delay, all funds pertaining to the office.

ARTICLE VI

EXECUTIVE BOARD

Section 6.01 Members. The Board of Directors shall be known as the Executive Board and shall consist of the elected officers of the Corporation and the principal of the school (or a representative appointed by the principal). In addition, an Advisor (often the prior year's president) may be added if approved annually by the Executive Board during the nominations process.

Section 6.02 Duties. The duties of the Executive Board shall be:

- (a) To transact the business of the Corporation between meetings of the general membership;
- (b) To prepare and submit for approval a draft budget for the year to the PTSO Board and general membership; this shall be done with the support and input of the committee chairpersons;

- (c) To create standing and temporary committees and appoint the chair position for each, unless otherwise provided;
- (d) To prepare reports and recommendations for general membership meetings of the Corporation;
- (e) To define in which manor student representatives shall be selected for the PTSO Board; and
- (f) To conduct such other business and matters as directed by the general membership of the Corporation.

Section 6.03 Quorum. The majority of the Executive Board shall constitute a quorum for the transaction of business.

Section 6.04 Meetings. Meetings of the Executive Board shall be held as needed. Meetings may be called by the president or any two members of the Executive Board with reasonable notice given.

ARTICLE VII

PTSO BOARD

Section 7.01 Members. The PTSO Board shall consist of the elected officers of the Corporation, the chairperson of standing and temporary committees, one or more staff representatives, a student representative for each grade level, and the principal of the school or a representative appointed by him or her. No member of the PTSO Board shall receive compensation for being a member of the Board.

Section 7.02 Duties. The duties of the PTSO Board shall be:

- (a) To transact such business as necessary and as may be referred to it by the membership of the Corporation or the Executive Board;
- (b) To select members of the nominating committee;
- (c) To support and provide necessary data in the preparation of the draft budget as well as other reports and recommendations for the general membership meetings;
- (d) To select an auditing committee to audit the treasurer's accounts; and

(e) To determine matters involving possible conflicts of interest as provided in Article XVI.

Section 7.03 Meetings. Regular meetings of the PTSO Board shall be held monthly during the school year scheduled by the officers with at least five days notice given. PTSO Board meetings during the months where there is a general membership meeting shall be at the Executive Board's option. Special meetings may be called by any two PTSO Board members with five days notice given.

Section 7.04 Quorum. Seven members of the PTSO Board shall constitute a quorum.

ARTICLE VIII

COMMITTEES

Section 8.01 Members. Only members shall be eligible to serve in any elective or appointive positions.

Section 8.02 Chairperson. The Executive Board may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The chairperson will be appointed by the Executive Board for the term of one school year or until the selection of a successor, unless otherwise provided by these Bylaws.

Section 8.03 Committee Plan. The chairman of each committee shall present a plan of work to the Executive Board for approval.

Section 8.04 Consent. No committee work shall be undertaken without the consent of the Executive Board.

Section 8.05 Special Committees. Special committees shall be formed by the Executive Board as needed. Special committees are created and appointed for a specific purpose; they automatically go out of existence when the work is done and the final report is received

Section 8.06 The president shall be a member ex officio of all committees except the nominating committee.

ARTICLE IX

GENERAL MEMBERSHIP MEETINGS

Section 9.01 Meetings. Regular general membership meetings shall be held at least once each during the first, second or third, and fourth quarter of the school year on dates as determined by the Executive Board. Two weeks prior notice must be given to the general membership by email, telephone message or written notice. Special meetings may be called by the president or a majority of the PTSO Board upon five days prior notice.

Section 9.02 Quorum. Twenty (20) members shall constitute a quorum for the transaction of business at any general membership meeting of the Corporation.

ARTICLE X

FINANCES

Section 10.01 Budget. A tentative budget shall be drafted by the Executive Board for each school year and approved by a majority vote at the first general membership meeting.

Section 10.02 Budget Changes. Budget changes shall be recommended by the Executive Board and then approved by the PTSO Board by a majority vote. All budget changes will be reported at the next general membership meeting.

Section 10.03 Records. The treasurer shall keep accurate records of any disbursements, income and bank account information. The treasurer shall prepare a financial statement for all convened general membership and PTSO Board meetings and at the end of the year, to be reviewed by the auditing committee.

Section 10.04 Signature Requirement. Two authorized signatures shall be required on all bank checks. Two authorized signatures shall also be required for all other disbursements including, but not limited to, debit card, ETF wire transfer, automatic debits or other withdrawals of any type, using a standardized form(s). There must be a minimum of three (3) authorized signers; authorized signers may be the officers and anyone else approved annually by the Board.

Section 10.05 Dissolution. Upon the dissolution of the Corporation, any remaining funds should be used to pay any outstanding bills and, with the PTSO Board's approval, spent for the benefit of the school.

Section 10.06 Fiscal Year. The fiscal year shall begin on July 1 and end on the following June 30.

ARTICLE XI

COMMUNICATION

Section 11.01 Forms of Communication. Where notice is required by these Bylaws, notice shall be given by a commonly used method of communication that the general membership would likely receive including, but not limited to, voice mail or telephone

messaging, e-mail messaging, or mailing of notice to the member's home through the United States Postal Service. Notwithstanding the foregoing, notice shall be through two methods of communication for special meetings and for regular meetings that include agenda items for amendment to these Bylaws, dissolution of the Corporation or the removal of an officer or officers.

Section 11.02 Contact Information Privacy. Contact information for members, including but not limited to e-mail address, home address and telephone numbers, shall be used by the Corporation only as needed with respect to the business of the Corporation.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when the rules are not in conflict with these Bylaws.

ARTICLE XIII

STANDING RULES

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

ARTICLE XIV

DISSOLUTION

Section 14.01 This Corporation may dissolve and conclude its affairs in the following manner:

- (a) The Executive Board shall adopt a resolution recommending that the Corporation be dissolved and directing that the question of such dissolution be submitted to a vote of the PTSO Board and, if so approved by a two-thirds vote, then submitted to a vote of general members having voting rights at a general membership meeting. Written or printed notice stating the purpose of such meeting is to consider the advisability of dissolving the Corporation shall be given to members

entitled to vote at such meeting at least thirty (30) days prior to the date of such meeting.

- (b) Only those persons who were members in good standing of the Corporation on the date of the adoption of the resolution, and who continue to be members in good standing on the date of the special meeting shall be entitled to vote on the question of dissolution.
- (c) Approval of dissolution of the Corporation requires the affirmative vote of at least two-thirds of the members present and entitled to vote at the meeting, a quorum being present.

ARTICLE XV

AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the general membership. Two weeks prior notice as to the purpose of the meeting shall be given. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XVI

CONFLICT OF INTEREST POLICY

Section 16.01 Purpose. The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, member of the Executive Board, member of the PTSO Board or any member of a committee with governing board delegated powers of the Corporation 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 16.02 Definitions

- (a) **Interested Person.** Any officer, member of the Executive Board, member of the PTSO Board 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 Corporation has a transaction or arrangement;
- (ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation 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 16.03(b), a person who has a financial interest may have a conflict of interest only if the PTSO Board decides that a conflict of interest exists.

Section 16.03 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 PTSO Board.

(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 PTSO Board 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 to the PTSO Board, 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 president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the PTSO Board shall determine whether the Corporation 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 PTSO Board

shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and to whether it is fair and reasonable. Inconformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflict of Interest Policy.

(i) If the Executive Board, the PTSO Board or any member 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 PTSO Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 16.04 Records of Proceedings. The minutes of the PTSO Board 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 was present; and the PTSO Board's decision as to whether a conflict of interest in fact existed.

(b) The names of other 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 16.05 Compensation.

- (a) A voting member of the PTSO Board who receives compensation, directly or indirectly, from the Corporation 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 Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the Executive Board, PTSO Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 16.06 Annual Statements. Each officer, member of the PTSO Board and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the Corporation 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

Section 16.07 Periodic Reviews. To ensure that the Corporation 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, 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 Corporation'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.

Section 16.08 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 16.07, the Corporation may, but need not, use outside advisers. If

outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

Date of adoption: February 6, 2012

Date of amendment: June 2, 2020