

THREE RIVERS PARENT TEACHER ORGANIZATION
CODE OF REGULATIONS/BYLAWS

Article I – Name

Section 1. Name. The name of the organization is the Three Rivers Parent Teacher Organization, hereinafter referred to as the “TR PTO.”

Section 2. Office. The principal office of the TR PTO shall be located in the County of Hamilton, State of Ohio.

Section 3. Not-for-Profit Status.

i. All of the assets and earnings of the TR PTO shall be used exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and any successor Internal Revenue laws of the United States of America.

ii. No part of the net earnings of the TR PTO shall benefit or be distributable to any officers or other private persons, except that the TR PTO is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Article II – Purpose

The TR PTO is organized for the purpose of supporting the education of children at all Three Rivers Schools by fostering relationships among the school, parents, and teachers.

Article III – Members

Section 1. Any parent, guardian, or other primary caregiver (e.g. a grandparent) that pays annual dues may be a member and have voting rights. The principals and any teacher employed at the schools may be a member and have voting rights.

Section 2. Dues will be established by the Executive Board ("EB"), which consists of the officers of the TR PTO. A member (one per family) must have paid his or her dues prior to any meeting to be considered a member in good standing with voting rights.

Section 3. Programs Chairs. Programs Chairs are members that assist the Board in organizing activities of the TR PTO; filling volunteer positions for the following school year; help the membership chair with the TR PTO membership drive; help the treasurer make sure individual committee budgets are maintained; are selected as part of the nominating committee process; are not officers.

Article IV – Officers and Elections

Section 1. Officers. The TR PTO has two entities, an elementary PTO which supports grades K-6 and a secondary PTO which supports grades 7-12. Each PTO entity shall include the following officers: president, co-president (as warranted), vice president, treasurer, membership chair, secretary, and school principals.

a. President/Co-President. The president and Co-President serve as the leader(s) and key contact(s) for the TR PTO; presides at all TR PTO meetings, ex-officio member of most committees; coordinates the work of the officers and committees so that the TR PTO's objectives can be met.

b. Vice President. The vice president acts as an aide to the president; performs the duties of the president in the absence or inability of that officer to serve; assumes other responsibilities as assigned by the executive board.

c. Treasurer. The treasurer is responsible for, and has custody of, TR PTO funds, starting with the TR PTO fiscal year; makes timely disbursements as properly authorized; assures that TR PTO policies and best practices are followed; is willing to have a background check; prepares financial reports for each meeting and a summary report at the end of the TR PTO fiscal year; prepares the books for audit and prepares or supervises preparation of appropriate state and federal tax forms annually, including IRS Form 1023 and copies of the organization's annual information returns (currently IRS Form 990 or 990EZ); follows all state and federal laws regarding members' rights to view all tax forms; works with Program Chairs (as defined in Article III, Section 3) to make sure individual committee budgets are maintained.

d. Membership Chair. The membership chair organizes the annual TR PTO membership drive and the on-going process to encourage membership; maintains membership records; and provides sign-up opportunities at each TR PTO meeting.

e. Secretary. The secretary takes all meeting minutes at both EB and general meetings; forwards them to the EB for distribution; maintains the TR PTO website and/or social media page(s) or other electronic communications; and coordinates communications with the members and other constituents in the district.

Section 2. Nominations and Elections. Nominations for the TR PTO Board shall be conducted by the prior year's EB. The elections will be held at the spring meeting, at which time 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. Elections pass by a majority vote of members in good standing who are present at the meeting when the vote is taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing. Members must indicate a willingness to serve before they are nominated for election to office at the spring meeting.

Section 4. Terms of Office. Officers' terms begin at the start of the TR PTO fiscal year (as defined in Article VIII, Section 7). All terms of office shall be for one year and there are no limits as to the number of terms a person can serve. Each person elected shall hold only one office at a time.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the president or secretary of the TR PTO. The resignation will be effective upon receipt of the notice by the TR PTO.

Section 6. Removal. An officer may be removed from office by a two-thirds vote of the remaining officers, with reasonable cause, at an EB meeting. Removal will occur automatically upon the date of the action of the EB.

Section 7. Vacancies. A vacancy caused by removal or resignation shall be handled as follows: If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled EB meeting, a new vice president will be elected. If there is a vacancy in any other office, the EB will fill the vacancy by through an election at the next regular EB meeting.

Section 8. Receipt of Property. On behalf of the TR PTO, the officers may receive and accept property by way of fundraising activities, gift, grant, bequest or devise, from any person, foundation, corporation, either public or private, governmental instrumentality, or otherwise. No gift, grant, bequest or devise of any such property shall be received and accepted if it shall, in the opinion of the officers, jeopardize the TR PTO's not-for-profit status.

Article V – Meetings

Section 1. General Membership Meetings. General meetings will take place as recommended by the officers, at places and times specified by the TR PTO board.

Section 2. Special Meetings. Meetings of voting members may be called by any of the following:

- (1) The, the president, or, in case of the president's absence, death, or disability, the vice-president authorized to exercise the authority of the president;
- (2) The EB by action at a meeting, or a majority of the directors acting without a meeting;
- (3) Ten per cent of the voting members; or
- (4) Any other officer.

Notice of the special meeting shall be sent to the members at least ten days prior to the meeting, by mail, flyer, electronic communications or phone calls.

Section 3. Quorum. The quorum at any general meeting consists of the number of voting members present.

Article VI – Executive Board

Section 1. Membership. The officers, as outlined in Article IV, function as the Executive Board ("EB").

Section 2. Duties. The duties of the EB shall be to transact business between meetings in preparation for the general meetings, create standing rules and policies, 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. Board Meetings. Board meetings will take place as set by the calendar during the course of the fiscal year, at places and times to be set by the EB. Special meetings of the EB may be called by any two board members, with a 24-hour notice by mail, electronic communication and phone.

Section 4. Quorum. A quorum for the EB consists of a majority of the officers.

Section 5. Liability, Indemnification and Insurance.

i. Liability. The officers of the TR PTO shall not be held liable or responsible for contracts, debts or defaults of the TR PTO in any sum whatsoever, nor shall any mere informality in the TR PTO have the effect of rendering these bylaws null or void or of exposing the officers to any liability.

ii. Indemnification. TR PTO shall indemnify any person who was, or is, a party in any legal action by reason of the fact that the person is, or was, an officer of the TR PTO and who acted in good faith and in a manner that the person reasonably believed to be in the best interests of the TR PTO to the fullest extent permitted by law.

iii. Liability Insurance. The IH PTO may purchase and maintain liability insurance on behalf of the officers or agents of the IH PTO.

Article VII – Committees and Chairpersons

Section 1. Membership. Committees may consist of members and EB members, with the president acting as an ex-officio member of all committees; may be appointed as needed; are required to have a chairperson selected by the EB.

Section 2. All committee members and chairpersons shall be current dues-paying members of the TR PTO.

Article VIII – Finances

Section 1. Budget. A tentative budget shall be drafted in the spring of the previous fiscal year and submitted for approval at the last meeting of the previous fiscal year. Approval shall be by a majority vote of the members present.

Section 2. Financial Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information, which shall be available for review when requested. Monthly financial reports shall be presented to the EB, and a full report shall be presented to the general membership at each TR PTO meeting.

Section 3. Expenses and Deposits. The EB shall approve all expenses of the organization and may delegate authority to particular officers to approve expenses in amounts deemed reasonable by such officers. Any funds not being immediately used shall be promptly deposited to the credit of TR PTO in such banks, trust companies or other depositories as the treasurer may deem appropriate.

Section 4. Authorized Signatures. Any funds spent by the PTO must be pre-approved by the President, co-president and treasurer. Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers shall be the president, co-president and treasurer. No authorized signatory may write a check to themselves unless it is signed by at least one other authorized signatory. Any debit card payments over the amount of \$500 must be approved by the president, co-president and treasurer.

Section 5. Financial Statements. The treasurer shall prepare a financial statement at the end of the year, and may request that a budget committee be appointed to assist with the financial statements.

Section 6. Funds upon Dissolution. Upon the dissolution of the TR PTO, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school district in accordance with the Articles of Incorporation.

Section 7. The fiscal year shall be July 1 to June 30.

Section 8. The EB may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of the TR PTO, as limited by these Regulations.

Section 9. Capital Grants

i. Purpose: The purpose of Capital Grants ("CG") is to enhance our schools by providing learning opportunities that cannot be offered through normal Three Rivers Local School District budget avenues. Priority will be given to innovative and creative opportunities that enrich our students.

ii. Procedure: Principals will come up with grant requests that will be presented to the EB. The EB will discuss the requests and approve those that further the stated purpose in 9 (i.) above, subject to budgetary constraints.

iii. Coordination: The treasurer will then act as a liaison with the representatives of other school support groups (such as Boosters) and determine if any additional requests may be granted.

Article IX – Standing Rules

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

Article X – Dissolution

The TR PTO may be dissolved in accordance with the applicable provisions of the Ohio Nonprofit Corporation Law, the Articles of Incorporation and these Regulations with previous notice (14 calendar days) and a two-thirds vote of those members present at the meeting or any other manner allowed by law or the Articles of Incorporation and these Regulations. Upon dissolution, any property and assets, of any nature, shall be transferred in accordance with the provisions of the Articles of Incorporation. Any funds shall be used as stated in Section 6 of Article VIII.

Article XI – Amendments

These regulations may be amended at any regular or special meeting, provided that a week's notice is posted publicly prior to the next scheduled meeting and then sent to all members of the organization by the communications secretary. Notice will be given by mail or email. Amendments will be approved by a majority of members present at a meeting at which a quorum is present.

Article XII – Conflict of Interest Policy

Section 1. Purpose. The purpose of the Conflict of Interest Policy is to protect the TR PTO's interest when it is contemplating entering into a transaction or arrangement that might also benefit the private interest of an officer or director of the TR PTO 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 conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any director, 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 TR PTO has a transaction or arrangement;

ii. A compensation arrangement with the TR PTO or with any entity or individual with which the TR PTO 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 TR PTO is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration, as well as gifts or favors, benefits, perquisites and reimbursements for personal expenses that are substantial.

A Financial Interest is not necessarily a conflict of interest. Under Article XII, 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.

Section 3. Procedures.

a. Duty To Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest to the EB or special committees with board-delegated powers (e.g., conflicts or executive committees) considering the proposed transaction or arrangement, and be given the opportunity to disclose all material facts.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, the Interested Person shall leave the governing board or committee meeting while the Financial Interest is discussed and the determination of a conflict of interest is discussed and voted upon. The remaining EB or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. 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.

ii. After exercising due diligence, the governing board or committee shall determine whether the TR 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.

iii. If a transaction or arrangement that is not more advantageous or at least as advantageous as the transaction being considered 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 disinterested directors or officers whether the transaction or arrangement is in the TR PTO'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 Conflict of Interest Policy.

i. If the EB or committee 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 EB or committee determines that the member is an Interested Person and has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings.

The minutes of the EB 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 EB'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; any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether the compensation is received directly or indirectly, from the TR PTO.
- b. The TR PTO shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances.

Section 6. Periodic Reviews. To ensure that the TR PTO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews may be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are objectively reasonable 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 an excess benefit transaction.

Section 7. Use of Outside Consultants. When conducting the periodic reviews as provided for in Article XIII, Section 6, the TR PTO may, but need not, use outside advisers and consultants. If outside experts are used, their use shall not relieve the EB of its responsibility for ensuring that periodic reviews are conducted.

Article XIV – Books and Records

The TR PTO shall keep correct and complete books and records of account and minutes of the proceedings of its general meetings and EB meetings. All books and records of the TR PTO may be inspected by any officer or general member for any proper purpose at any reasonable time. All books and records shall be maintained by the secretary.

Article XV – Effective Date

This Code of Regulations/Bylaws shall be effective as of November 1, 2012.