

BY LAWS OF GROWING UP GREEN CHARTER SCHOOL PARENT TEACHER ORGANIZATION

REVISED MAY 17, 2013

Article I. Name

The name of this organization shall be the Growing Up Green Charter School (GUGCS) Parent Teacher Organization, hereinafter referred to in this document as the "PTO" or "Organization".

Article II. Objectives

1. To support the administration, teachers, and families in fulfilling the mission of the school.
2. To improve communication between home, school, parents, and teachers.
3. To help all school children reach their potential by working in partnership with teachers and administrators.
4. To encourage parent participation in the activities of the school.
5. To provide information on ways parents can be involved with their child's learning.
6. To have membership in the organization that is representative of the diversity of GUGCS.
7. To embrace English Language Learners and cultural diversity in our school and organization.
8. To promote unity within the school.
9. To facilitate the positive interaction between the school and the community.
10. To assist Teacher Representatives in the effective and meaningful communication to all PTO Members of the GUGCS curriculum, units of study, and academic goals.
11. To enhance the school's mission with activities, events and choices that supports a green culture.

Article III. Basic Policies

12. The PTO shall comply with and adhere to all applicable laws, policies, rules and regulations, in a way that respects the rights of all students, parents and staff.
13. The organization shall be non-commercial, nonsectarian and nonpartisan.
14. The name of the organization or names of any members in their official capacities shall not be used in any connection with a commercial concern.
15. The organization shall not directly or indirectly participate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
16. The organization shall cooperate with the school as an advisory body to support the improvement of education in ways that will not interfere with administration of the school nor shall seek to control its policies.
17. The organization may cooperate with other organizations and in such matters shall make no commitments that bind the organization.

Article IV.

Membership

Article IV.01 Enrollment

- (a) Families: All parents, by birth or adoption; step-parents; foster parents; legally appointed guardians and persons in “parental relation” to a child or children currently enrolled in GUGCS (“PTO Members”) are automatically members of the PTO; no membership form is necessary.
- (b) Teaching Staff: All teaching staff currently employed by GUGCS, with the exception of persons in supervisory positions, are automatically non-voting members of the PTO, no membership form is necessary.
- (c) Only parent members of the PTO may vote to withdraw membership from teaching staff. Any such proposal requires an amendment of the bylaws in the manner specified in Article XI. Only parents not employed in the school may vote, and the amendment shall become effective the day following ratification of these bylaws.

Article IV.02 Monetary Contributions

The request for in-kind or cash donations will inform PTO Members that neither a donation nor payment of dues is a requirement for PTO membership and does NOT affect a PTO Member's voting rights or ability to run for office.

Article IV.03 Voting Privileges

- (a) Each member shall be entitled to one vote.
- (b) A member with a direct or indirect financial interest in a matter before the Membership shall be deemed to have a conflict of interest and should not participate in the voting on that matter.

Article IV.04 Notice to Parents and Staff

At the beginning of each school year, the PTO shall distribute a letter to all the parents and participating staff, advising them that they are automatically members of the organization.

Article V.

Officers

Article V.01 Titles

- (a) The officers of the PTO (collectively, the Executive Board) shall be:
 - Two (2) Co-Presidents
 - Recording Secretary
 - Communications Officer
 - Treasurer
 - Fundraising Chairperson
 - Events Coordinator
 - Volunteer Coordinator
 - Two (2) Teacher Representatives selected by the teachers (non-voting)
- (b) The Executive Board Officers, Standing Committee Chairpersons, Class Parents and members who are actively participating on a committee will be known as the **Leadership Council**.

Article V.02 Term of Office

- (a) The term of office shall be from July 1st through June 30th. Officers shall be elected in May, at the General Membership Meeting, for a one-year term, beginning July 1st following the election, and shall continue to serve through June 30th of the following calendar year. Each officer must have a child enrolled in the school for the duration of the officer's term.

- (b) Officers may be re-elected or re-appointed to the same position for no more than two consecutive one-year terms.

Article V.03 Qualifications

- (a) Eligibility for office is limited to parents, by birth or adoption; step-parents; foster parents; legally appointed guardians and persons in "parental relation" to a child or children currently enrolled in GUGCS who are members of the PTO and not employed in the school and not serving on the Board of Trustees.
- (b) To serve as a Co-President or Treasurer, the candidate must have served on the Executive Board, on the Board of Trustees, and/or as a committee chairperson of a standing committee for one school year. If no qualified persons have volunteered to serve as candidates for Co-President(s) or Treasurer, any member of the organization who has served as an active member of the general membership, with the approval of the Executive Board and the general membership, may stand for office.

Article V.04 Duties of Executive Board Officers

- (a) Co-Presidents:

The Co-Presidents shall preside at all meetings and call special meetings of the Executive Board; they are also ex-officio members of all committees. The Co-Presidents will be the administrators of all social media websites (facebook etc.). Upon the request of two members of the Executive Board, a Co-President must call a special meeting of the Executive Board. The Co-Presidents will assist with the June transfer of PTO records to the incoming Executive Board. The Co-Presidents will be core members of the School's Leadership Team (SLT). The Co-Presidents will serve as non-voting members on the GUGCS Board of Trustees. In the event of their absence at a Board meeting, a designee from the Executive Board or Standing Committee Chairperson will be appointed.

- (b) Recording Secretary:

The Recording Secretary shall keep a record of the meetings of the PTO and shall read such minutes at the next meeting for approval or correction. The Recording Secretary will post the minutes on the PTO bulletin board and PTO web site. The Recording Secretary will assist the Communications Officer maintain the membership database. The Recording Secretary will coordinate with the Communications Officer if unable to attend a meeting to ensure that minutes are taken and reviewed at the next meeting.

- (c) Communications Officer:

The Communications Officer shall attend to all correspondence of the PTO, including, but not limited to, thank you notes, newsletters and flyers, except the correspondence customarily performed by the Treasurer. The Communications Officer shall issue notice of all general, executive, and special meetings. The Communications Officer will maintain the membership database. The Communications Officer will assume the Recording Secretary's responsibilities in his/her absence. Proficient computer skills recommended.

- (d) Treasurer:

The Treasurer shall receive all money of the PTO, keep accurate records and pay out money as voted by the PTO and the Executive Board. The Treasurer shall submit monthly statements, interim reports and an annual report to the Executive Board, and shall present a financial report at every general meeting. The Treasurer shall submit the books for the audit of GUGCS.

The elected Treasurer should be knowledgeable of the rules, laws and regulations applicable to the PTO, as well as related business requirements. In the event the total annual receipts of the PTO are equal to or greater than \$50,000, the books and records will be maintained and audited by a CPA or someone with a background in accounting, business or a related field.

- (e) Fundraising Chairperson:

The Fundraising Chairperson shall be responsible for researching and presenting to the membership all information and data relevant to proposed fundraisers. Upon approval of the membership, the Fundraising Chairperson shall be responsible for all arrangements, notices, committee assignments and other logistical details in preparation of the fundraising activity. The Fundraising Chairperson shall prepare a report for each fundraiser, to be filed in the PTO's office and reported at a general membership meeting. The Fundraising Chairperson will coordinate and confer with the school leader and the Chair of the Fundraising Committee of the GUGCS Board of Trustees.

(f) Events Coordinator:

The Events Coordinator shall be responsible for researching and presenting to the membership all information and data relevant to proposed non-fundraising activities, including, but not limited to, PTO hospitality, workshops, off-site family events, teacher appreciation activities, and PTO and school co-sponsored events. Upon approval of the membership, the Events Coordinator shall be responsible for all arrangements, notices, committee assignments and other logistical details in preparation of the PTO event. The Events Coordinator shall prepare a report for each event, to be filed in the PTO's office and reported at a general membership meeting.

(g) Volunteer Coordinator:

The Volunteer Coordinator will help recruit, organize and assist the class parents. The Volunteer Coordinator will communicate the needs of the school and individual teachers to the Class Parents. The Volunteer Coordinator will represent the Class Parents at the Executive Board and general membership meetings. The Volunteer Coordinator will coordinate with the Communications Officer regarding e-mail notices or requests.

(h) Teacher Representatives:

Two Teacher Representatives will share responsibility for coordinating presentations given at membership meetings and act as liaisons between teachers and the Executive Board. Teacher Representatives are non-voting members of the Executive Board.

Article V.05 Duties of Non-Executive Board Officers

(a) Class Parents:

Each classroom will have two Class Parents. They will collect and maintain phone and e-mail information for the parents/guardians in each class. Class Parents will communicate with teachers on a regular needed basis to assess classroom/teacher needs. Class Parents will contact parents/guardians with information such as early/emergency dismissals, notices from the school, volunteer opportunities for that individual classroom, or needs for a class party/activity/project. Class Parents will report to the Volunteer Coordinator.

Article V.06 Fiduciary Duties

In addition to their specific responsibilities, officers of the PTO also have fiduciary duties, meaning that they are the stewards of the organization, with specific ethical and legal obligations, which are described below:

- (a) Duty of Care: A fiduciary attends and actively participates in meetings; carefully reviews all financial reports, proposals, contracts and other documents; is familiar with the PTO's bylaws; and secures competent advice when necessary.
- (b) Duty of Loyalty: A fiduciary does not use his or her position for personal gain and avoids conflicts of interest. Any personal interest in a PTO issue must be disclosed to the Board. Following a conversation with the Board regarding the issue, the fiduciary plays no further role in the decision-making or voting on the issue.
- (c) Duty of Obedience and Compliance: A fiduciary ensures that the PTO follows its own rules (as set forth in the bylaws) and is in compliance with any applicable rules of the school, the Department of Education, and the law.

Article V.07 Election of Officers

(a) Nominating Committee

- The nominating committee shall be responsible for overseeing and coordinating the election process.
- The nominating committee shall consist of up to three (3) members, who will not stand for an elected office. The members will be selected by the general membership at the March PTO meeting. The committee shall select its chairperson.
- Throughout the months of March and April, The nominating committee shall canvass the Members in writing for recommendations for eligible candidates for all Executive Board Officer Positions.
- The nominating committee shall present a slate at the April meeting, at which time further nominating may be made from the floor. No nominations may be made from the floor at the meeting in which elections are scheduled to take place *unless the office is without any candidate*.
- Immediately following the April meeting, the nominating committee will prepare ballots, attendance sheets, ballot boxes, tally sheets and other materials pertaining to the election.

(b) Notice

The ballots, notice and agenda of the May general membership meeting shall be distributed not less than ten days prior to the date of the scheduled meeting. The notice shall state the date and time of the meeting and shall list all candidates in alphabetical order under the office for which each candidate is nominated.

(c) Election

A majority present and absentee ballots shall elect the officers of the PTO and voting at the regular May Meeting of the PTO general membership. Ballots will be counted before the end of the May general membership meeting.

(d) Vacancies

Vacancies occurring during the term of office shall be filled by appointment by the Co-Presidents with approval of the general membership. In the event of vacancies of both Co-Presidents, the Executive Board will appoint the positions with the approval of the general membership.

Article V.08 Disciplinary Action

- (a) Any officer who fails to attend three consecutive meetings of the Executive Board without good cause may be removed from office by recommendation of the Executive Board and vote of the general membership.
- (b) Any Member may present a motion for removal during any member meeting. If the motion for removal is approved, a review committee will be formed. The motion must be approved by a vote of the Members.
- (c) A majority of the review committee must be Members who are not Officers. The Officer against whom the charges are being contemplated may not serve on the review committee.
- (d) The review committee shall investigate, examine and obtain relevant documents and take whatever action needed in order to conduct their fact-finding review. The Officer against whom the charges are being contemplated shall have the right to present relevant facts, documents and witnesses.
- (e) The review committee shall present its findings and recommendations at the next Member meeting. The Members shall then vote to remove, absolve, or decline to take action against the accused Officer. An Officer may only be removed from office under this section if two-thirds of the Members present at a meeting at which a quorum is present vote in favor of removal.

Article VI.

Meetings

Article VI.01 General Membership Meetings

- (a) Written notice of each general membership meeting shall be distributed at least seven (7) days prior to the scheduled meeting.
- (b) Regular meetings will be held each month of the school year.
- (c) The Executive Board meetings shall be held regularly throughout the school year.

Article VI.02 Quorum

- (a) A quorum of ten (10) members, including three (3) Executive Board Officers, of the PTO shall be required to conduct business at general membership meetings. (Consecutive night/morning meetings are considered one (1) meeting.)
- (b) Any member may participate in a meeting by means of a conference telephone. Participation by phone shall have the same effect as participation in person.

Article VI.03 Special Membership Meetings

Special membership meetings may be called to deal with a matter, or matters, of importance that cannot be held until the next general membership meeting. The Co-Presidents may call a special membership meeting with a minimum of 48 hours written notice to parents, stating the precise topic, or topics, of the meeting.

Article VII.

– Executive Board

Article VII.01 Composition

The Executive Board shall consist of the elected officers.

Article VII.02 Responsibilities

- (a) The Executive Board shall set the agenda for all the PTO meetings and shall transact all necessary business between regular meetings.
- (b) The GUGCS charter requires two (2) seats for the PTO Co-Presidents on the GUGCS Board of Trustees. In the absence of a Co-President at a Board Meeting, he or she can send a designee from the Executive Board or one of the various Standing Committees as (defined in Article VIII) in his or her place.

Article VII.03 Committees

There may be temporary Ad Hoc committees and various Standing Committees designated by the Executive Board as necessary to carry out the objectives of the PTO.

Article VII.04 Meetings

Regular meetings of the Executive Board shall be held monthly prior to the general membership meetings *or more or less often as the Co-Presidents may determine*. The meetings are open to the general membership.

Article VII.05 Quorum

A quorum *shall be a majority of the voting* members of the Executive Board *then in office which* shall be required to conduct business at Executive Board meetings.

Article VII.06 Transfer of Records and Information to Newly Elected Executive Board

Annually in June the outgoing Executive Board is required to arrange a meeting for the orderly transfer of records and information of the PTO to the incoming Executive Board.

Article VII.07 Faculty

A representative of the faculty may be a non-voting member of the Executive Board.

Article VIII. Committees

Article VIII.01 Standing Committees

- (a) The Executive Board as may be required to promote the objectives and interests of the organization shall create the following Standing Committees.
 - Fundraising – Purpose: To assist the Fundraising Chairperson plan and execute all fundraising activities approved by membership.
 - Advocacy and Community Outreach – Purpose: To encourage and organize the interaction of the school with the community, local elected representatives and cultural institutions and/or businesses in order to promote a positive and healthy relationship between them.
 - Uniforms – Purpose: To encourage a green choice of uniform.
 - Grant Writing – Purpose: To plan and execute all grant writing activities.
 - After-school Program – Purpose: To assist and support the activities of the after-school programs (including, but not limited to, clubs, Fit-4-Life, sports teams).
- (b) Each committee shall have a chairperson, who does not serve on the GUGCS Board of Trustees and who shall be elected by the members of each committee, with final approval by the Executive Board.
- (c) It shall be the responsibility of committee chairs to schedule committee meetings as necessary, notify members, organize activities, maintain accurate records and report monthly to the Executive Board and general membership.

Article VIII.02 Ad Hoc Committees

- (a) Where an issue arises which necessitates the formation of a committee, an ad hoc committee may be established by the Executive Board and dissolved when the need for the committee no longer exists.
- (b) The Co-Presidents, with the approval of the Executive Board, shall appoint the chair of any ad hoc committee.
- (c) Chairpersons of ad hoc committees shall have the same responsibilities as set forth in the Article VIII, Section 8.01, (b) and (c) above.

Article IX. Financial Affairs

Article IX.01 Financial Record Keeping

- (a) The fiscal year of the organization shall run from July 1st through June 30th.
- (b) Members may only be reimbursed for PTO out-of-pocket expenses if they submit receipts, the Members approve, and the check is made payable to the Member.
- (c) In the case of money raised through fundraising, those individuals shall be the Fundraising Chairperson and the Treasurer. In the event the Treasurer is unavailable, another Executive Board Officer shall conduct the count. In conducting such a count, they shall follow procedures established by the Treasurer, which procedures shall include the preparation of a written tally signed by both individuals in the count.

- (d) All funds shall be kept in a checking account in the name of 'Growing Up Green Charter School Parent Teacher Organization'.

Article IX.02 Signatories

The Co-Presidents and the Treasurer shall be authorized to sign checks. All checks require at least TWO signatures, and one signature should be the Treasurer's.

Article IX.03 Expenditure of Funds

- (a) All expenditures of PTO funds must be approved by vote of the Members for specific purposes.
- (b) The Executive Board may only utilize the expenditures for operating expenses and the amount spent and the reason for the expenditure must be reported at the next Member meeting.

Article IX.04 Budget

- (a) The Executive Board shall be responsible for preparing a proposed budget for adoption by the membership no later than the October membership meeting.
- (b) A minimum of \$800 will be available in the start-up budget at the beginning of the school year.

Article IX.05 Fundraising

- (a) The elected Fundraising Chairperson administers the fundraising committee.
- (b) Upon approval of the membership, the fundraising committee shall be responsible for all arrangements, notices, committee assignments and other logistical details in preparation of the fundraising activity.
- (c) The Treasurer, at least one other officer and additional persons as needed shall be designated and approved by the Executive Board to collect, count, tally and record all orders and payments regarding each major fundraising activity.
- (d) The Treasurer shall arrange to deposit all receipts by the end of the school day when possible. If possible, two people shall transport all funds to the bank and deposit slips shall identify the source of all monies deposited. Copies of such deposits will be submitted to the Treasurer and each said officer involved in taking, counting, and tallying funds.
- (e) The Fundraising Chairperson shall prepare a report for each fundraiser, to be filed in the PTO's office and reported at a general membership meeting.
- (f) No such part of the net earning of the organization shall be used for the benefit if, or be distributable to, its members, board of trustees, and committee members or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered or for payment of goods in further support of our objectives set forth in Article II hereof.

Article IX.06 Audit

- (a) Upon the request of any Officer or upon written request from five (5) Members, but at least every three (3) years, an audit committee shall be formed to review the PTO's financial records. The Co-Presidents shall request volunteers from the general membership to form a three (3)-person audit committee.
- (b) The audit committee shall prepare an audit of all financial affairs of the organization with the help of the Treasurer, who shall make all books and records available to them.
- (c) The audit committee shall prepare a written report to be presented to the membership.

Article IX.07 Financial Accounting

- (a) The organization shall prepare an interim financial accounting by March 1st and an annual financial accounting by June 30th of all income and expenditures.

- (b) A copy of the accounting or a summary thereof must be filed in the school leader's office and distributed to all parents in the organization's newsletter or in a flyer.

Article X.

Conflict Resolution

Article X.01 Conflict Resolution Committee

The PTO may form a committee to handle any conflicts, disputes, or grievances involving the organization or its activities. The committee shall consist of a chairperson and two other members of the organization, and shall be selected by the Executive Board, with the approval of the general membership.

Article X.02 Conflict Resolution Procedures

- (a) The GUGCS PTO is not the mechanism by which conflicts at large are dealt with. Please refer the conflicts related to the oversight of GUGCS to the School Leader. However, a parent may elect to have a member of the PTO be present in a meeting with GUGCS Administration as a source of support.
- (b) All conflicts, disputes and and/or grievances regarding and aspect of the PTO's conduct, composition, expenditures, or other dealings shall be filed with any member of the conflict resolution committee, who shall bring such matter to the attention of the committee chairperson. If at all possible, the conflict, dispute, or grievance should be made in writing and signed by the party raising the issue. All such matters will be treated as confidential unless the party raising the issue consents to the release of information or there exists some lawful reason for releasing the information raised by the party.
- (c) Within ten business days (excluding school vacations or holidays) of receiving the matter, the committee will meet to discuss the matter. The party raising the issue does not have an absolute right to meet with the committee; however, if the necessary, the committee, in its discretion, can elect to meet with such party, for further clarification of the issue or issues raised. The committee can also elect to meet with any other parties, if such is necessary to the resolution of the matter. All meetings may take place via telephone conference calls.
- (d) If the Conflict Resolution Committee to the satisfaction of the party raising the issue can resolve the matter, no further action need take place. The committee will make a written notation of the resolution of the matter and mark the file closed. The closed file will remain in the custody of the chairperson of the committee for the following two consecutive school years, after which point such file will be destroyed.
- (e) If the committee to the satisfaction of the party raising the issue cannot resolve the matter, the matter shall be referred to the Executive Board at the next Board meeting following the initial 10-day consideration period. At this point, the matter will become public vis-à-vis the organization, as the Executive Board meetings are open to the general membership. The Executive Board will allot time at this meeting to meet with the party and will attempt to resolve the matter. If the matter is resolved, the Conflict Resolution chairperson will make a written notation of the resolution of the matter and will mark the file closed. The closed file will be maintained as set forth in section 2.3 of this article.
- (f) If, after meeting with the Executive Board, the matter is not resolved to the satisfaction of the party raising the issue; such party may file a complaint with the school leader.
- (g) If, after meeting with the school leader, the matter is not resolved to the satisfaction of the party raising the issue, such party may pursue resolution via the grievance policy outlined in GUGCS Code of Conduct.

Article XI.

Conflict of Interest Policy

Article XI.01 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Board officer 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.

Article XI.02 Definitions

- (a) Interested Person: Any Executive Board or member of a committee with Executive 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:
 - An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 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.
- (c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- (d) A financial interest is not necessarily a conflict of interest. Under Section 11.03, (b), 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.

Article XI.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 Executive Board and members of committees with Executive Board delegated powers 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 Executive 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 if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest:

- An interested person may make a presentation at the Executive 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.
 - The Co-Presidents of the Executive Board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - After exercising due diligence, the Executive 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.
 - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested board or committee members 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 to enter into the transaction or arrangement.
- (d) Violations of the Conflicts of Interest Policy:
- If the Executive Board 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.
 - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XI.04 Records of Proceedings

The minutes of the Executive Board and all committees with Executive Board 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 Executive 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.

Article XI.05 Compensation

- (a) A voting member of the Executive 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 Executive 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.

Article XI.06 Annual Statements

Each Executive Board member and member of a committee shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XI.07 Periodic Reviews

To ensure the Organization 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, based on competent survey information 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 in an excess benefit transaction.

Article XI.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 11.07, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XII. Amendments

These by-laws may be amended by a two-thirds vote of the Members present at a general membership meeting. All proposed amendments must be publicized to the general membership by written flier at least ten days prior to the general meeting, at which voting on the amendments will take place. Amendments are effective immediately unless otherwise stated in the motion. A thorough review of the by-laws shall be conducted as needed.

Article XIII. Parliamentary Authority

Where these bylaws do not provide for procedures Robert's Rule of Order, Newly Revised shall govern the organization in all cases in which they are applicable.

Article XIV. Non Discrimination

In all of its dealings, neither the PTO nor its Officers or agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.