

Local Affiliate Bylaws

Middlebrook School PTA

Wilton

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Article I—Name

The name of this organization is the Middlebrook School Parent Teacher Association (PTA), Wilton, Connecticut. It is a local PTA organized under the authority of Connecticut Congress of Parents and Teachers (Connecticut PTA) a branch of National Congress of Parents and Teachers (National PTA).

Article II—Purposes

Section 1 The purposes of the PTA are

- a. To promote the welfare of children and youth in home, school, community, and place of worship,
- b. To raise the standards of home life,
- c. To secure adequate laws for the care and protection of children and youth,
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth,
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

Section 2 The purposes of the PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3 The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

Article III—Basic Policies

The following are basic policies of National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan,
- b. The organization shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-

making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities,

- c. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large,
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof,
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (I) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (II) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code,
- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA,
- g. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Article IV—Relationship with National PTA and Connecticut PTA

Section 1 This local PTA shall be organized and chartered under the authority of the Connecticut PTA in the area in which this local PTA functions; in conformity with such rules and regulations, as the Connecticut PTA may in its bylaws prescribe. The Connecticut PTA shall issue to this local PTA an appropriate charter evidencing the due organization and good standing of this local PTA.

A local PTA/PTSA in good standing is one that

- a. Adheres to the purposes and basic policies of the PTA/PTSA;
- b. Remits the national portion of the dues through the state PTA/PTSA to reach the national office by dates designated by National PTA;

- c. Has bylaws approved according to the procedures of its state;
- d. Have all Presidents & Treasurers attend a Leadership Orientation course that has been provided or approved by the CT PTA. This training must be completed by Oct. 15th or within 60 days after filling a vacancy and
- e. Meets other criteria as may be prescribed by the individual state PTA.

Section 2 This local PTA shall adopt such bylaws for the government of the organization as may be approved by the Connecticut PTA. Such bylaws shall not be in conflict with National PTA Bylaws or the bylaws of Connecticut PTA.

Section 3 This PTA shall include in its bylaws provisions corresponding to the Connecticut PTA Bylaws.

Section 4 The adoption of an amendment to any provision of the Connecticut PTA bylaws shall serve automatically and without the requirement of further action by this local PTA to amend its corresponding bylaws. This local PTA shall promptly incorporate such amendments in its bylaws.

Section 5 Bylaws of this local PTA shall include an article on amendments, Whistle Blower and Conflict of Interest.

Section 6 Bylaws of this local PTA shall include a provision establishing a quorum.

Section 7 Each officer or Board member of this local PTA shall be a member of this local PTA.

Section 8 The bylaws of this local PTA shall prohibit voting by proxy.

Article V—Membership and Dues

Section 1 Every individual who is a member of this local PTA is, by virtue of that fact, a member of the National PTA and of the Connecticut PTA by which this local PTA is chartered, and is entitled to all the benefits of such membership.

Section 2 Each member of this local PTA shall pay annual dues to said organization. The amount of such annual dues shall include the portion payable to the Connecticut PTA and the portion payable to National PTA.

Section 3 Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of National PTA.

Section 4 This local PTA shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Article VI—Officers

Section 1 The officers of this local PTA shall be a President(s), a Vice President(s), a Secretary(s), a Treasurer(s), and a Parent Representative(s) At Large.

Section 2 Officers shall be elected in the month of May at the Annual Meeting. (Same month as in Article XI, Section 3)

Section 3 The vote shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

Section 4 The following provisions shall govern the eligibility of individuals to be officers of the Middlebrook School PTA:

- a. Each officer shall be a member of this local PTA.
- b. No officer may be eligible to serve more than two consecutive terms in the same office, without approval of the Board of Directors.
- c. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

Section 5 Officers shall assume their official duties following the close of the fiscal year and shall serve for a term of one year or until their successors are elected.

Section 6 A vacancy occurring in the office of President(s) shall be filled for the remainder of the unexpired term by the President Elect (if applicable) or Vice President (if there is no President Elect). If either the President Elect or Vice President(s) of the above named are not able to fill the position then the nominating committee shall bring forward the name of a nominee(s) to fill the President(s) position. A vacancy in the office of President Elect may be filled by an election held at the next general membership meeting or it may be filled by the Board of Directors with the understanding that the appointed individual will not automatically move into the position of President. The position of President in the latter case would have to be put on the ballot at the next regularly scheduled election. A vacancy in any office other than President(s) or President Elect shall be filled by the Board of Directors.

Section 7 There shall be a Nominating Committee composed of an odd number, (no less than three members), who shall be elected by this Constituent Association at a regular general membership meeting at least two (2) months prior to the election of officers, as outlined in Article VI, Section 2.

- a. The committee shall elect its chair,
- b. The Nominating Committee shall serve for a term of [number of years, same term as officers],
- c. If a member of the Nominating Committee resigns (or leaves the school), the open position will be filled by a vote at the next general membership meeting.

- d. The nominating committee shall nominate 1 eligible person for each office to be filled and report its nominees at the regular general membership meeting one month prior to elections,
- e. Anyone wishing to run from the floor must notify the President(s) at least 4 weeks before the date of the election, (See Article VI, Section 2)
- f. Only those individuals who are current members of this Constituent Association and who have signified their consent to serve if elected shall be nominated for, or elected to, such office,
- g. Only those individuals who have been members of this Constituent Association before April 1 are eligible to vote in the current election. (See Article VI, Section 2)
- h. No members of the Nominating Committee may be nominated for any elected position.

Article VII—Duties of Officers

Section 1 The President(s) shall:

- a. Preside at all meetings of this local PTA,
- b. Sign all contracts,
- c. Serve as an ex officio member of all committees except the nominating committee (***a non-voting position***),
- d. Coordinate the work of the officers and committees of this local PTA in order that the purposes may be promoted,
- e. Attend required training approved by the CT PTA,
- f. Direct the activities of the PTA including overseeing its operations, its committees and projects,
- g. Work closely with Treasurer(s) to set the budget and monitor financial affairs,
- h. Meet monthly with school principal and district superintendent,
- i. Serve as PTA representative on school committees as deemed necessary and appropriate, and
- j. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the Board of Directors or Executive Committee.

Section 2 The Vice President(s) shall:

- a. Act as aide to the President(s),
- b. Perform the duties of the President(s) in the President(s)'s absence or inability to serve,
- c. Conduct an annual membership enrollment for this organization, and

- d. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President(s), the Board of Directors, or the Executive Committee.

Section 3 The Secretary(s) shall:

- a. Record the minutes and attendance of all meetings of the Middlebrook School PTA,
- b. Be prepared to read the records of any previous meetings,
- c. File all records,
- d. Have a current copy of the bylaws,
- e. Maintain a membership list,
- f. Attend to correspondence on behalf of this PTA,
- g. Maintain and coordinate archiving of all PTA records, and
- h. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President(s), the Board of Directors, or the Executive Committee.

Section 4 The Treasurer(s) shall:

- a. Have custody of the funds of this local PTA,
- b. Maintain a full account of the funds of this local PTA,
- c. Make disbursements as authorized by the President(s), Executive Board, or this local PTA in accordance with the budget adopted by this local PTA,
- d. Have check requests over the amount of \$2,000 signed by two people: the Treasurer and the President (who should both be signers on bank accounts).
- e. Cause to be kept a full and accurate account of the receipts and disbursements in the books belonging to the Middlebrook School PTA,
- f. Provide a full written financial statement to the Board of Directors at each meeting,
- g. Present account balances at every meeting of the association,
- h. Provide full financial statements to members only,
- i. Maintain a list of members,
- j. Submit membership fees to the state office on a monthly basis,

- k. Submit the books annually for a review or audit by a review or auditing committee selected by the Board of Directors at least one month before the meeting at which new officers assume duties.
- l. Report the findings of the annual review or audit to the Board of Directors and send a copy to the state office;
- m. Attend required training approved by the CT PTA,
- n. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President(s), the Board of Directors, or the Executive Committee.

Section 5 The Parent Representative(s) at Large shall:

- a. Serve as a general representative of this organization,
- b. Be the executive assistant to the President(s),
- c. Be a member of the Nominating Committee,
- d. Report on the Board of Education budget process to the Board of Directors at monthly meetings, and
- e. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President(s), the Board of Directors, or the Executive Committee.

Article VIII—Board of Directors

Section 1 The affairs of the Middlebrook School PTA shall be managed by the Board of Directors in the intervals between local PTA general membership meetings.

Section 2 Each Board member shall be a paid member of this local PTA.

Section 3 The members of the Board shall be:

- a. Elected Officers,
- b. The Principal or their representative (non-voting member),
- c. Standing Committee chairs,
- d. The President(s) may appoint a Parliamentarian to advise on Roberts Rules (a non-voting position).

Section 4 Parliamentarian Description

- a. The Parliamentarian is a consultant, commonly a professional, who advises the President and other officers, committees, and members on matters of parliamentary procedure. The Parliamentarian's role during a meeting is purely an advisory and consultative one - since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquiries.

Section 5 Duties of the Board shall be to

- a. Carry out such business as may be referred to it by the membership of the association,
- b. Create special committees,
- c. Create a report at the regular general membership meetings of this local PTA,
- d. Select an auditor or review committee to audit/review the Treasurer's accounts,
- e. Prepare and submit an annual budget to this local PTA's general membership for adoption,
- f. Approve payment of routine bills within the limits of the approved budget,
- g. Approve of the expenditure of unbudgeted funds up to the amount of \$500/year.

Section 6 If any member of the Board of Directors shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the Board by resolution adopted by the Board of Directors.

Section 7 Regular meetings of the Board shall be held with the date and time to be fixed by the Board at its first meeting of the year.

Section 8 Special meetings of the Board may be called by the President(s) or when requested by 2 members upon 7 days written notice to each member of the Board.

Section 9 At all meetings of the board, a majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 10 Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the Board, they shall automatically cease to be a member of the Board and shall be relieved of all duties and responsibilities incident to such membership. All records, books, and other materials pertaining to the position shall be turned over to the President(s) and all funds pertaining to the position shall be returned to the Treasurer within 14 days.

Article IX—Executive Committee

Section 1 There shall be an Executive Committee of the Middlebrook School PTA, the members of which shall be all elected officers.

Section 2 Special meetings of the executive committee may be called by the President(s) or upon written request of 2 members with 3 days' notice to each member of the Executive Committee.

Section 3 A majority of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4 Duties of the Executive Committee shall be to

- a. Transact business referred to it by the board,
- b. Approve standing committee chairs and members,
- c. Approve the work of the committees,
- d. Act in emergencies between meetings of the board.

The Executive Committee shall take no action in conflict with any action taken by the Board of Directors.

Article X—Committees

Section 1 Only members of this local PTA shall be eligible to serve in any elective or appointive positions.

Section 2 The standing committees of this local PTA shall be

- a. Nominating
- b. Fundraising
- c. Hospitality

Section 3 The Board of Directors may create such special committees, as it may deem necessary to promote the purposes of PTA and carry on the work of this local PTA.

Section 4 The term of office of a committee chair shall be one year or until the selection of a successor.

Section 5 The chair of each committee shall present a plan of work to the Executive Committee for approval. No committee work shall be undertaken without the consent of the Executive Committee.

Article XI—General Membership Meetings

Section 1 Regular meetings of this local PTA shall be held with the date and time to be fixed by the Board, unless otherwise provided by this local PTA, the Board of Directors, or the Executive Committee. Seven (7) calendar days' notice shall be given to the membership of any change of date.

Section 2 Special meetings of this local PTA may be called by the President or by a majority of the Board of Directors, 72 hours notice having been given.

Section 3 The annual meeting shall be held in May. (See Article VI, Section 2)

Section 4 Eight (8) members shall constitute a quorum for the transaction of business in any meeting of this local PTA.

Section 5 The President(s) may appoint a Parliamentarian to advise on Robert's Rules (a non-voting position)

- a. Description: The Parliamentarian is a consultant, commonly a professional, who advises the President and other officers, committees, and members on matters of parliamentary procedure. The Parliamentarian's role during a meeting is purely an advisory and consultative one—since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquiries.

Article XII—Connecticut PTA Annual Meeting

Section 1 The voting power of the Annual Meeting shall be vested in the members of the Connecticut PTA Board of Directors, the local PTA Presidents or their alternates, the local PTA Vice-Presidents or their alternates, and one delegate for every twenty-five members of each local PTA according to the books of the state Treasurer as of March 15 preceding the Annual Meeting. A local PTA having less than twenty-five members shall be entitled to send one delegate in addition to its President(s) and Vice-President(s).

- a. All representatives to the Connecticut PTA Annual Meeting must be paid members of this local PTA.
- b. Delegates and their alternates shall be elected in March.

Article XIII—Fiscal Year The fiscal year of the Middlebrook School PTA shall begin on July 1st and end on the following June 30th.

Article XIV—Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern Middlebrook School PTA in all cases in which they are applicable and in which they are not in conflict with National PTA Bylaws, the Connecticut PTA Bylaws, special rules of order or Articles of Incorporation.

Article XV—Amendments

Section 1 These bylaws may be amended at any regular general membership meeting of the Middlebrook School PTA by a two-thirds vote of those present and voting, provided the amendments have been approved by the Board of Directors and notice of proposed amendments has been provided to the membership thirty (30) days prior to the meeting.

Section 2 The Executive Committee or the Board of Directors by a majority vote will submit a revised set of bylaws to be approved by a two-thirds vote of those present and voting at any regular general membership (as per section 1).

Section 3 Amendments or revised bylaws shall be in accordance with the bylaws or regulations of the Connecticut PTA. Amended or revised bylaws must be reviewed by Connecticut PTA prior to being voted in at a general membership meeting.

Article XVI – Middlebrook School PTA Continuing Affiliation

Section 1 All affiliates need to be in “good standing” with the Connecticut PTA. The following items must be sent to Connecticut PTA per the current Connecticut PTA Standards of Affiliation.

- a. Officer Information Sheet- submitted to CT PTA,
- b. Membership Fees - Monthly. Each local PTA shall pay membership fees to Connecticut PTA. The amount of such fees shall include the portion payable to National PTA,
- c. Annual Review or Audit of Finance Records,
- d. Copy of IRS 990 (due to IRS by Nov 15) copy to Connecticut PTA by October 31st of each year,
- e. Proof of Insurance.

Section 2 Additionally to be in “good standing” with the Connecticut PTA

- a. Bylaws should be updated every 3 years, not to exceed 5 years. Bylaws must be reviewed by Connecticut PTA at least every 5 years according to Connecticut PTA Standards of Affiliation and then voted in by Middlebrook School PTA membership.

- b. President and Treasurer must attend training that has been approved by Connecticut PTA.

Article XVII - Conflict of Interest

Article I **Purpose**

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, (the "Organization), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

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

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with any entity with which the Organization has a transaction or arrangement, or
- c. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, 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 III **Procedures**

- a. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. The remaining Board or committee members shall decide if a conflict of interest exists.
 - c. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
 - d. An interested person may make a presentation at the governing board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

Article XVIII: Whistle Blower Policy

Section 1. Middlebrook School PTA requires Board members, all officers, committee chairs and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As affiliates and representatives of the Middlebrook School PTA we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 2. This Whistleblower is intended to encourage and enable employees and others to raise serious concerns internally so that Middlebrook School PTA can address and correct inappropriate conduct and actions. It is the responsibility of all Board members, officers, employees and volunteers to report concerns about violations of Middlebrook School PTA's code of ethics or suspected violations of law or regulations that govern Middlebrook School PTA's operations.

Section 3. It is contrary to the values of Middlebrook School PTA for anyone to retaliate against any Board member, officer, and employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Middlebrook School PTA. An employee or volunteer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment and or rescission of membership rights.

Section 4. Middlebrook School PTA has an open door policy and suggests that all Board members, officers, committee chairs and staff share their questions, concerns, suggestions or complaints with their President. If you are not comfortable speaking with your President or you are not satisfied with your President's response, you are encouraged to speak with the Treasurer of Middlebrook School PTA. Board Members or officers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Middlebrook School PTA's President or Treasurer. If you are not satisfied with the response from your President and or Treasurer, you may contact Connecticut PTA for further guidance.

Section 5. The Middlebrook School PTA's Treasurer is responsible for ensuring that all written complaints about unethical or illegal conduct are investigated and resolved. The

Treasurer will advise the Middlebrook School PTA President of all written complaints and their resolution and will report at least annually on compliance activity relating to accounting or alleged financial improprieties.

Section 6. The Middlebrook School PTA's Treasurer shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Section 7. Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 8. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 9. The Middlebrook School PTA's President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

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