

BYLAWS FOR THE ZIONSVILLE COMMUNITY HIGH SCHOOL PARENT TEACHER ORGANIZATION (ZCHS PTO)

ARTICLE I NAME

The name of this organization shall be the Zionsville Community High School PTO, Inc. (ZCHS PTO), 1000 Mulberry Street, Zionsville, IN 46077.

ARTICLE II PURPOSE

The purpose of the ZCHS PTO shall be:

1. To enhance communications among the parents, teachers, and administrators of ZCHS.
2. To promote parents' interests and involvement in school activities and encourage school spirit.
3. To promote and facilitate the education of ZCHS students through enrichment programs and activities.
4. To raise funds to be used to assist ZCHS in meeting the objective of providing the best possible education for students.
5. To provide information to school officials and to the Zionsville Community School Board related to issues of concern to parents, students, and teachers of ZCHS students.

Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the IRS Code, or corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

Membership in the PTO is open to all parents, guardians, teachers, and administrators of children enrolled at ZCHS. The Executive Board (as defined in Article IV) may establish annual dues for membership in the PTO. Any person who meets the requirements of Article III is a member ("Member").

ARTICLE IV PTO EXECUTIVE BOARD

Section 1. List of Executive Officers (1-9):

1. President
2. Vice President
3. Vice President, Secretary
4. Vice President, Finance/Treasurer
5. Staff Services Chair
6. Student Services Chair
7. Volunteer Chair
8. Newsletter Editor
9. Web Administrator
- * Principal/Administrator

One or more individuals may be elected to each office. In the event that more than one individual is elected for one office, they will share the duties of the office, including sharing one vote. In addition, other officers that might be installed, but not necessarily be a part of the Executive Board, may include:

1. Assistant Treasurer
2. Committee Heads
3. Others, as Appointed

Section 2. Authority of Executive Board:

The Executive Board has the authority to transact the business of the PTO in accordance with these Bylaws.

Section 3. Term of Office:

The term of office for each Officer shall be one year, beginning on June 30th. The term of Vice President, Finance/Treasurer will be determined by the incoming and outgoing officers in order to complete the necessary tax documents and end of school year reports.

Section 4. Nominations:

Nominating Committee: A nominating committee comprised of the President and two officers shall be appointed by the President during the February PTO meeting. Preferably, nominations for President should be selected from members of the current Executive PTO Board, with a Vice President being given primary consideration.

- A. Nominations from Members: In February, the President or delegate shall advise the Members to offer nominations of individuals to serve on the Executive Board. The President shall accept all nominations until the end of February.
- B. Publication of Nominations: The names of the nominees shall be published in March, along with the date of the election.
- C. Election: A majority vote of the Executive Board at the April PTO meeting shall elect Officers.
- D. Replacement of Vacancies: In the event of a vacancy of office of President, any Vice President shall be given primary consideration by the Executive Board, and a replacement shall be elected to be President by a majority vote of the Executive Board. Other vacancies shall be filled by a majority vote of the Executive Board.
- E. Special Committees: The President may form special committees, as needed.

ARTICLE V DUTIES OF OFFICERS

Section 1. President:

The President shall preside at all meetings of the PTO, act as a liaison between the schools, Principal, the PTO, and perform other duties as are commonly ascribed to the office. The President shall also be a signor on any bank accounts and retain authority to independently review/verify bank balances and reconciliations as a double check on the Vice President, Finance/Treasurer. The President will also be responsible for reviewing the financial activities of the Vice President, Finance/Treasurer with the Principal/administrator annually. In the absence of the President, one of the Vice Presidents will preside at meetings.

Section 2. Vice President:

The Vice President shall assist the President as directed and may preside in the absence of the President. The Vice President shall be responsible for, but not limited to, freshman orientation and open house.

Section 3. Vice President, Secretary:

The Vice President, Secretary shall keep an accurate record of all PTO Meetings, shall have custody of all books and records pertaining to the business for the PTO except those kept by the Vice President, Finance/Treasurer, and shall conduct the PTO's correspondence. Minutes will be distributed for review electronically prior to approval.

Section 4. Vice President, Finance/Treasurer:

The Vice President, Finance/Treasurer shall receive all money, maintain appropriate bank accounts, reconcile financial activity to the bank statements, arrange any liability insurance, pay all authorized bills

and financial obligations of the PTO, and shall keep accurate records of such receipts and expenditures. The Vice President, Finance/Treasurer shall prepare and file with government entities any necessary tax documents or may enlist the aid of a CPA to prepare. The Vice President, Finance/Treasurer will provide a current financial report at each Executive Board meeting, or as may be requested by the President. The Vice President, Finance/Treasurer will also provide Executive Board members with information as to their particular accounts, as needed and as available. The Vice President, Finance/Treasurer oversees the annual membership/sponsorship drive and provides the Executive Board with updated lists as needed. The Vice President, Finance/Treasurer may delegate duties to an Assistant Treasurer, as needed, provided the Assistant Treasurer is approved by the Executive Board by a majority vote.

Section 5. Staff Services Chair:

The Staff Services Chair shall be responsible for all services to the staff of ZCHS. These services may include, but are not limited to, welcome back luncheon, breakfasts, cookie walk and end of year luncheon.

Section 6. Student Services Chair:

The Student Services Chair is responsible for all services to the students of ZCHS. These services may include, but are not limited to, Homecoming, Valentine, and other treats throughout the year.

Section 7. Volunteer Chair:

The Volunteer Chair shall be responsible for facilitating volunteer support from the parent population and ensuring communication of such support to the appropriate committees.

Section 8. Newsletter Editor:

The editor of the newsletter shall publish a regular newsletter which shall be sent electronically to families of the students at ZCHS.

Section 9. Webmaster:

The Web Master shall maintain the PTO website and incorporate updated information as provided by the Executive Board.

Section 10. Principal/Administrator:

The Principal, or a school administrator who is delegated by the Principal, shall act as an ex-officio member of the Executive Board and work for the Executive Board in the capacity of a liaison, representing school and corporation policies and procedures and articulating the needs of the school that are available to be met through PTO support. The Principal will also be responsible for reviewing the financial activities of the Vice President, Finance/Treasurer with the President annually.

ARTICLE VI MEETINGS

Section 1. General Meetings:

The Executive Board shall schedule and hold at least one general meeting of the members per year. At such meetings, the President and Vice President, Finance/Treasurer shall report the activities of the PTO. Meetings shall be fixed annually prior to the start of the school year and advance notice of meeting time, location and other relevant information shall be posted on the ZCHS PTO website which is accessible to all members. If a quorum of the Executive Board is present at a general or annual meeting, and a quorum of general members is not achieved, when any vote is undertaken, the affirmative vote of a majority of those members and Executive Board members present shall prevail.

Section 2. Executive Board Meetings:

The Executive Board shall hold meetings as needed to transact the business of the PTO, and may conduct business and voting electronically, as needed. Attendance at the Executive Board meetings is expected of each Executive Board member and strongly encouraged.

ARTICLE VII CODE OF CONDUCT/CONFLICT OF INTEREST

Section 1. Professionalism:

All Executive Board members shall conduct themselves in a professional manner with regard to PTO business. Executive Board members shall refrain from gossip when reporting PTO business to members and others. The Executive Board members should also refrain from discussing items not pertinent to current PTO business during PTO meetings.

Section 2. Conflict of Interest Policy:

All Executive Board members shall be required to review and comply with the attached Conflict of Interest Policy.

Section 3. Fundraising (annual membership/sponsorship drive):

All fundraising conducted by the PTO shall be used to support the current year budgeted expenditures, a carryover for the following year's start-up, and planned reserves for approved long term projects. Executive Board members or fundraising committee chairpersons will not be eligible for any grand prizes given during any fundraisers by the PTO.

Section 4. Expenditures:

All expenditures for the PTO shall be approved through the annual budget process, or if not budgeted, by a majority of the Executive Board prior to distribution of funds. No individual member of the Executive Board shall have the authority to approve expenditures.

ARTICLE VIII DISSOLUTION.

In the event of dissolution of the Corporation, any assets remaining after payment of all debts of the Corporation shall be transferred by the Corporation to any not-for-profit corporation that the Executive Board may select which is organized for the purpose substantially the same as the Corporation, providing that such organization is exempt under IRS Code Section 501(c)(3).

ARTICLE IX AMENDMENTS

These bylaws may be amended by a majority vote of the Executive Board members present at any general or Executive Board Meeting.

Approved by majority vote of the Executive Board 7/27/11

Amended/approved by majority vote of the Executive Board and members present 4/11/16

CONFLICT OF INTEREST POLICY FOR ZCHS PTO

ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer 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 officer or member of a committee with governing board delegated powers, who has 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 the Organization or with any entity or individual with which the Organization has transaction or arrangement, or
- c. 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.

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, Section 2, 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

1. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. 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 governing 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.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing 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.

- b. 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.
- c. After exercising due diligence, the governing 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.
- d. If a more advantageous transaction or arrangement 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 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.

4. Violations of the Conflicts of Interest Policy

- a. If the governing 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing 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 IV RECORDS OF PROCEEDINGS

The minutes of the governing board 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 governing 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 discussion 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 V ANNUAL STATEMENTS

Each officer and member of a committee with governing board delegation powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understand 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.