

BYLAWS

KENWOOD K-8 CENTER PTSO INC

Article I

Name and Purpose

Section 1.01. Name. The name of this organization shall be KENWOOD K-8 CENTER PTSO INC.

Section 1.02. Purpose. The organization is organized and operated for the charitable and educational purposes of supporting Kenwood K-8 Center, its administration, teachers, students, and parents.

Article II

Membership

Section 2.01. Qualification. Parents, guardians, or other persona with a child enrolled and attending Kenwood K-8 Center, as well as members of the staff and community who pay annual membership dues shall be considered voting members of the organization. All parents, guardians or other persons with a child enrolled and attending Kenwood K- 8 Center and members of the licensed teaching staff shall be considered non-voting members of the organization. The Principal and Assistant Principals shall be advisory members of the organization.

Section 2.02. Dues. Price of dues shall be established by the Executive Board. The organization shall conduct an annual enrollment of voting members each school year. This annual enrollment will not preclude members from paying dues at any time. Payment of dues shall entitle members to voting rights through the first general business meeting of the next school year.

Section 2.03. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

Section 2.04. Quorum. The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

Section 2.05. Meetings. There shall be at least three (3) general meetings of the membership each school year. The officers shall be elected at the last general meeting of the school year. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board.

Article III

Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization. No committee work shall be undertaken without the consent of the Executive Board.

Section 3.03. Meetings. The Executive Board shall meet at least three (3) times each school year, such meetings to be held at least one (1) week prior to the general meetings of the membership.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. E-mail indicating approval from the member shall constitute consent in writing so long as all members of the Board or committee are included on the e-mail. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee.

Section 3.06. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article IV

Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one President, one or more Vice Presidents, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

Section 4.02. Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees at least two weeks prior to the annual election meeting as described in Section 2.05 and develop a slate of candidates. The candidates shall be announced to the membership at the annual election meeting. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Officers shall be elected at the annual election meeting as described in Section 2.05 by the members present. Officers shall assume their official duties on the last day of the current school year following their election, except for the Treasurer, who will assume his/her official duties upon completion of the annual audit of the organization's books and records.

Section 4.03. Term. Officers shall serve a one-year term.

Section 4.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Article V

Duties of Officers

Section 5.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-President(s). The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.
- Maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new treasurer.

Section 5.05. Transition of Officers. All officers shall deliver to their successors all official materials not later than ten days following the end of the school year.

Article VI

Finances

Section 6.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by any 2 persons as authorized in writing by the Executive Board.

Section 6.05. Banking. The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

Section 6.06. Financial Controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board.
- An officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements monthly; and,
- An annual audit of all corporate finances shall be conducted prior after the end of the school year and before the incoming Treasurer takes office by an officer or other person without check signing authority.

Section 6.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization's financial policies.

Section 6.08. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

Section 6.09. Financial Record Retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial, report/statement, annual Internal Financial Review Reports, IRS Form 990s.	Store in corporate record book, binder, or cloud-based software.	At least seven (7) years Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents.	Compile & file records on a yearly basis. Store in binder or cloud-based software.	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer's reports (interim)	Compile & file records on yearly basis. Store in binder or cloud-Based software.	Three (3) Years Store w/ financial records. Destroy after three years.

ARTICLE VII

Conflicts of Interest

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, employees, and contractors of Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with all relevant information.

Section 7 .03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed, and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict-of-interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII

Indemnification

Every member of the Executive Board, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE IX

Amendments

These Bylaws may be amended at any regular or special meetings of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.