

Carrillo PTO, Inc.

Bylaws

Article I - Name

The name of this organization shall be Carrillo PTO, Inc.

Article Ia – Mission Statement

To enrich the educational experience of all Carrillo Elementary students and to enhance the community of students, families, and staff.

Article II - Purpose

- a. To promote the education and well-being of all children at home, in school, and in the community.
- b. To provide a forum for discussion and foster communication between parents, administrators, educators and the community.
- c. To enhance the educational facilities and opportunities for the students of Carrillo Elementary School that are not otherwise provided for in the school budgets.
- d. To promote volunteer programs and resources for Carrillo Elementary School.
- e. To sponsor projects and events for the benefit of Carrillo Elementary School students.
- f. To raise funds as required to provide for all the above objectives.

Article III - Policies

- a. 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 "Internal Revenue Code").
- b. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- c. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the organization.
- d. The organization 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 in attempting to influence legislation by propaganda or otherwise.
- e. The organization shall work with the school 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.
- f. 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 individuals 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.

- g. 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.
- h. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of this PTO, the remaining assets shall be distributed to Carrillo Elementary School. If Carrillo Elementary School should dissolve or is no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of the organization shall be distributed to the San Marcos Education Foundation or to a fund or foundation as outlined in Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article IV - Membership

Membership shall be automatically granted to all parents and guardians of Carrillo Elementary School students, plus all staff at Carrillo Elementary School. There are no membership dues. Members have voting privileges, one vote per household.

Article V - Officers and Elections

Section 1. Officers. The officers shall be President, Treasurer, Secretary, 1st Vice President – Fundraising, 2nd Vice President - Communications, 3rd Vice President – Community Events, 4th Vice President – Student Programs, 5th Vice President – Public Relations, 6th Vice President - Hospitality. Any of the offices may be Co-Chaired.

- a. **President.** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees, and coordinate the work of all the officers and committees so that the purpose of the organization is served.
- b. **1st Vice President – Fundraising.** The 1st Vice President shall oversee all fundraising activities, including pledge drive, corporate sponsorships, corporate advertising and spring fundraiser. Work closely with the President to develop an annual strategy for fundraising and corporate outreach activities. The VP – Fundraising shall be 1st in line to succeed the President, should he/she be unable to fulfill his/her duties.
- c. **2nd Vice President – Communications.** The 2nd Vice President shall be responsible for managing communications and marketing for the PTO, including but not limited to PTO website, eBlasts, Facebook, educating Room Parents, etc. and be 2nd in line to succeed the President, should he/she be unable to fulfill his/her duties.
- d. **3rd Vice President – Community Events.** The 3rd Vice President shall be responsible for creating a calendar of community events for the school year, including family events (such as fall bash) as well as parent-only events (such as Spring Fling). The VP Community events shall form committees for each event and oversee planning and execution. Work closely with the President and the Vice President -Fundraising to accomplish fundraising goals. The VP Community Events shall be 3rd in line to succeed the President, should he/she be unable to fulfill his/her duties.
- e. **4th Vice President – Student Programs.** The 4th Vice President shall be responsible for all student programs, including but not limited to Luau Lunch, Book Fairs, Holiday Food Drive, School Pictures and be 4th in line to succeed the President, should he/she be unable to fulfill his/her duties.

- f. **5th Vice President – Public Relations.** The 5th Vice President shall be responsible for all public relations events, including but not limited to Spelling Bee, Assemblies, Yearbook and be 4th in line to succeed the President, should he/she be unable to fulfill his/her duties.
- g. **6th Vice President – Hospitality.** The 6th Vice President shall be responsible for all hospitality events, including but not limited to Open House, Back to School, Treats, Teacher Appreciation and be 6th in line to succeed the President, should he/she be unable to fulfill his/her duties.
- h. **Secretary.** The Secretary shall keep a permanent and accurate record of all meetings. Copies of the current school year minutes will be available at each meeting. The secretary must have a current copy of the bylaws at each meeting. He/She shall conduct all correspondence as requested by the President.
- i. **Treasurer.** The Treasurer shall receive all monies of the organization; shall keep an accurate record of receipts and expenditures; and shall pay out funds in accordance with the Bylaws. She/He shall present a financial statement at every meeting and at other times when requested by the board; and shall make a full report at the end of the current school year.

Section 2. Nominations and Elections.

- a. Elections will be held at the last meeting of the school year.
- b. Candidates for each office shall be nominated from the floor at a meeting held one month prior to the election.
- c. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.
- d. All officers shall deliver to their successors official materials at the close of their service of office.

Section 3. Eligibility. Members are eligible for office if they are parents or guardians of children enrolled at Carrillo Elementary and if they are members in good standing at least 14 calendar days before the nominating meeting.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office, unless there are no other candidates for that position. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of President, the 1st Vice President will become the President. At the next regularly scheduled meeting, a new 1st Vice President (or any succession of Vice Presidents, as needed) will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article VI - Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be held monthly during the school year at a time and place determined by the executive board at least one month before the meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. All meetings shall be

advertised via eBlast, the PTO website and any other reasonable media. Members shall be notified if there is any change of day and/or time.

Section 2. Special Meetings. Special meetings may be called by the President, any two members of the executive board, or five general members submitting a written request to the Secretary. Previous notice of the special meeting shall be sent to the members at least 3 days prior to the meeting by email.

Section 3. Quorum. The quorum shall be 2/3 of the voting members of the Executive Board.

Article VII – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers, principal, and standing committee chairs.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, plan and organize fundraisers and service activities, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings. Regular meetings shall be held monthly in conjunction with the general meeting during the school year. One meeting shall be held over the summer as determined by the board. Special meetings may be called by any two board members, with 24 hours notice.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VIII – Committees

Section 1. Membership. Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Fundraising, Communications, Students Programs, Public Relations, Community Events, and Hospitality. Each of these committees are chaired by the corresponding Vice President.

Section 3. Additional Committees. The board may appoint additional committees as needed.

Article IX – Finances

Section 1. A budget will be determined by the President and Treasurer prior to the first general meeting (September) each school year. The budget will be discussed at that first meeting and must be approved at the second general (October) meeting. All expenditures within the realm of the approved budget are authorized expenditures.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. Two authorized signatures shall be required on each check request. However, only one

signature shall be required on each check. Authorized signers shall be the President, 6th Vice President - Hospitality, Treasurer, and Secretary. These officers may also obtain credit/debit cards linked to the PTO bank account.

Section 4. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee, as appointed by the President.

Section 5. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 6. The fiscal year of Carrillo PTO shall begin on July 1 and end on the following June 30.

Article X - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Carrillo PTO meetings when they are not in conflict with the organization's Bylaws.

Article XI – Standing Rules

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

Article XII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XIII – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, e-mail, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIV – Conflict of Interest Policy

Section 1. 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 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.

Section 2. Definitions.

- a. **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.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through

business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the 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 Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence 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 who are 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 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 whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - i. 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.
 - ii. 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.
 - iii. 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.
 - iv. 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.
- d. **Violations of the Conflict of Interest Policy.**
 - i. 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.
 - ii. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the 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 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.

Section 5. Compensation.

- a. A voting member of the governing 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 governing 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.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- i. Has received a copy of the conflict of interest policy;
- ii. Has read and understood the policy;
- iii. Has agreed to comply with the policy; and
- iv. Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews. To ensure that 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, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Article XV - By-laws

The by-laws of the Carrillo PTO, Inc. will be reviewed every two years. A majority vote by board members and voting members present will constitute their acceptance.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Carrillo PTO, Inc., a California Nonprofit Public Benefit Corporation, and the above Bylaws are the Bylaws of this corporation as adopted at a meeting of the Executive Board held on June 1, 2022..

Executed on June 1, 2022 at Carlsbad, California.

Melanie Kluger, Secretary