

**BYLAWS  
CREEKSIDE HIGH SCHOOL  
PARENT TEACHER STUDENT ORGANIZATION  
100 Knights Lane  
St. Johns, Florida 32259  
(904) 547-7300**

**Amended: April 07, 2017**

**ARTICLE I - NAME**

The name of this organization is CREEKSIDE HIGH SCHOOL PARENT TEACHER STUDENT ORGANIZATION (PTSO.) It is a local PTSO unit.

**ARTICLE II - ARTICLES OF ORGANIZATION**

The PTSO exists as an incorporated organization of its members. Its “articles of organization” are comprised of these by-laws, as from time-to-time amended, and its Articles of Association. These by-laws shall govern the Organization.

**ARTICLE III - PURPOSES**

Section 1: The objectives (purposes) of the Organization are:

- A. To promote the welfare of children, youth and students in the school, home and community.
- B. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- C. To organize the parents, teachers, students and community for the purpose of raising money for projects that the PTSO and Creekside High School (hereinafter referred to as CHS) deem necessary for improving the academic interests of CHS.

Section 2: The objectives of this organization are promoted through an educational program directed toward parents, teachers, students and the general public; are developed through conferences, committees, projects and programs; are governed and qualified by the basic policies set out in Article III.

Section 3: This PTSO is organized exclusively for the charitable, scientific, literary and 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 IRC).

**ARTICLE IV - MEMBERS AND DUES**

Section 1: Membership in this PTSO shall be made available to any family or individual who has a student enrolled; or is a staff member at CHS; or is a CHS volunteer cleared by St. Johns County, and subscribes to the objectives and basic policies of the PTSO with regard to

race, creed, color or national origin. A student representative may be elected to the General Board of the PTO.

Section 2: Only members of the Organization shall be eligible to vote and to serve in any of its elective or appointive positions.

Section 3: This Organization shall conduct an annual enrollment of members, but individuals, as defined in Article IV, Section 1, may be admitted to membership at any time.

Section 4: Members of the Organization shall pay annual dues in the following manner:

- A. Family Membership (one vote per unit)
- B. Teacher/Staff/Volunteer (one vote per unit)

Section 5: The officers and general members of the PTSO shall not use their titles to endorse, promote or oppose a commercial concern or in connection with any partisan interest or to endorse, restrain, promote or oppose any political candidate running for public office, or for any purpose not appropriately related to promotion of the objectives of the PTSO.

#### **ARTICLE V - OFFICERS AND THEIR ELECTION**

Section 1: Each officer and board member of this PTSO shall be a member of this PTSO.

Section 2: Officers and their election:

A. The officers of this organization shall consist of:

- 1. President, or Co-Presidents
- 2. Vice President
- 3. Treasurer
- 4. Recording Secretary
- 5. Membership Chairperson
- 6. Volunteer Coordinator (2)

-The Keeping Track Coordinator is a Non-Voting Position

- 7. Business Partner Coordinator
- 8. School Ambassador (Non-Voting)

B. Officers shall be elected by ballot annually in the month of May. However, if there is but one nominee for any office, election of that officer may be by show of hands.

C. All officers shall assume their duties on July 1 and shall serve until June 30 of the next school year. The Treasurer's term of office runs from August 1 until July 31 of each school year in concurrence with the PTO's fiscal year as filed with the IRS. The Treasurer shall assume his/her duties with properly audited books as set forth in Article VI, Section 3 of these by-laws.

D. No officer may serve more than two consecutive years in the same office unless the position runs unopposed in the annual election.

E. The Executive Board may appoint additional officer positions as necessary.

Section 3: Nominating Committee

- A. There shall be a nominating committee, comprised of at least three members who shall be appointed by the Executive Board and announced at a regular meeting prior to the election of officers. The committee shall elect its own chairperson.
- B. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees at the election meeting at which time additional nominations may be made from the floor.
- C. Only those persons who have consented to serve if elected shall be nominated for or elected to such an office.

Section 4: A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board, notice of such election having been given. In case a vacancy occurs in the office of the President, the Vice President shall serve pro tem.

#### **ARTICLE VI - DUTIES OF OFFICERS**

Section 1: The President shall preside at all scheduled PTSO meetings and at the Executive Board meetings at which he/she is present; shall perform such other duties as may be prescribed in these by-laws or assigned to him/her by the Organization or by the Executive Board; and shall coordinate the work of the officers and committees of the Association in order that the objectives may be promoted.

Section 2: The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act and shall perform such other duties as may be delegated to him or her, including a mandatory monthly PTSO financial review.

Section 3: The Treasurer shall have custody of all the funds of the Organization and shall be responsible for the maintenance of the books of accounts and records. The Treasurer shall keep a full and accurate account of receipts and expenditures; shall make disbursements in accordance with the approved budget, as authorized by the Organization and the Executive Board.

The Treasurer shall present a financial statement at all monthly meetings and at other times when requested by the Executive Board. These financial statements shall consist of a year-to-date inflow and outflow statement budget.

Three signatures shall be kept on file at the bank, consisting of the current term President, Treasurer and Vice-President. Two signatures shall be required on all PTSO checks.

An annual audit of the outgoing Treasurer's records and accounts shall be performed by an independent auditor or an Auditing Committee. The auditor or the Auditing Committee shall be appointed by the Executive Board and shall not include any member of the Executive Board or their immediate families.

The Auditing Committee shall consist of not less than three members or a CPA who, satisfied that the Treasurer's Annual Report is correct, shall sign a statement of that fact at the end of the report. This report should be dated no later than July 31<sup>st</sup> of the current fiscal year and shall be given at the next general Board meeting following the completion of the audit.

Section 4: The Recording Secretary shall record and publish the minutes of all meetings of the Organization and of the Executive Board and shall perform such other duties as may be delegated to him/her.

Section 5: All officers shall:

- A. Perform the duties prescribed in these by-laws and by the parliamentary authority adopted by this Organization.
- B. Deliver to their successors all official material not later than ten (10) days following the end of their term of office for that school year.

#### **ARTICLE VII - STUDENT MEMBERSHIP**

Section 1: The purpose of student members in the PTSO is to involve students in the everyday working of the Organization.

Section 2: Each student shall join the Organization as an individual unit with one voting right and pay annual dues as set forth by the Executive Board.

Section 3: The student membership will have the ability to form their own Student Board within the PTSO Organization with a minimum of positions, including President, Vice-President and Secretary. Other positions may be created for election as necessary.

Section 4: The Student Board shall meet monthly or as deemed necessary to fulfill their obligations.

Section 5: The student President of the PTSO shall be responsible for reporting to the Executive Board as a Committee Chairperson.

#### **ARTICLE VIII - MEETINGS**

Section 1: Regular meetings of the PTSO shall be held monthly during the school year, the time and date to be fixed by the Executive Board at its first meeting of the year. The Executive Board has the authority to change or delete the meeting date, and/or time, as it deems necessary.

Section 2: Special meetings of the PTSO, or of the Executive Board, may be called by the President or the majority of the Executive Board, notice having been given.

Section 3: All members are welcome to attend the general PTSO meetings.

Section 4: Voting shall be by majority rule.

#### **ARTICLE IX - EXECUTIVE BOARD**

Section 1: The Executive Board shall consist of the Officers of the Organization.

Section 2: The duties of the Executive Board shall be:

- A. To transact necessary business in the intervals between Organization meetings and such other business as may be referred by the Association.
- B. To create standing committees and to select their Chairperson.
- C. To approve the plans of work of the standing committees.
- D. To present reports at the regular meetings of the Organization.
- E. To appoint an auditor, or an Auditing Committee, at least two (2) weeks prior to the PTO fiscal year end to audit the Treasurer's accounts.
- F. To approve and submit to the Organization for approval a budget for the fiscal year. This budget shall be submitted to the general membership of the Organization for approval.
- G. To approve routine bills within the limits of the budget.

Section 3: Any Board member may be removed by a motion, duly made to the Board, discussed and voted upon by majority vote of the Board.

#### **ARTICLE X - GENERAL BOARD**

Section 1: The General Board shall consist of the Executive Board and standing committee chairpersons.

Section 2: Meetings of the General Board shall be held monthly.

Section 3: Records of the General Board members will be kept on file for three (3) consecutive years. The records, documents and materials of the President will become permanent history of the Organization.

#### **ARTICLE XI - STANDING AND SPECIAL COMMITTEES**

Section 1: The Executive Board may create such standing committees, as it may deem necessary to promote the objectives and carry on the work of the Organization. The chairperson shall serve until the last day of the school year.

Section 2: The President may be a member, ex-officio, of all committees, except the Nominating Committee.

#### **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Association in all cases in which they are applicable.

#### **ARTICLE XIII – DISSOLUTION**

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

#### **ARTICLE XIV - AMENDMENTS**

Section 1:

- A. These by-laws may be amended at any regular meeting of the Organization by a two-thirds vote of the members present and voting, provided that notice of the proposed

amendment shall have been given at the regular meeting immediately preceding the meeting at which the amendment is to be voted upon.

- B. A committee may be appointed by the Executive Board to submit a revised set of by-laws as a substitute for the existing by-laws. The requirement for adoption of a revised set of by-laws shall be the same as in the case of amendment.

#### **ARTICLE XV – CONFLICT OF INTEREST POLICY - 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.

#### **ARTICLE XVI – CONFLICT OF INTEREST POLICY - 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 the Organization or with any entity or individual with which the Organization has a 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 XVII – CONFLICT OF INTEREST POLICY - 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 XVIII – CONFLICT OF INTEREST POLICY - 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.

### **ARTICLE XIX – CONFLICT OF INTEREST POLICY - 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.

**ARTICLE XX – CONFLICT OF INTEREST POLICY – ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated 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 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 XXI – CONFLICT OF INTEREST POLICY – 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 XXII – CONFLICT OF INTEREST POLICY – USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, 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.

**Amended: April 07, 2017**