

BYLAWS GREENBROOK SCHOOL PTO
(Parent Teacher Organization), Inc.

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ARTICLE I – Name

The name of this organization is the Greenbrook School PTO (Parent Teacher Organization), Inc. a non-profit corporation of Kendall Park, New Jersey, herein referred to as PTO.

ARTICLE II - Purpose

The Greenbrook School PTO is organized exclusively for the charitable, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

The purpose of the PTO is to promote education, citizenship and mutual respect among students, staff and families of the Greenbrook School community. This organization will serve as the connective link between the school and the families of its students, providing educational information and fostering a sense of community among all.

The PTO will coordinate volunteer activities, raise funds to provide supplemental educational resources to the school, and work with other PTO's in the South Brunswick school district for the betterment of the community at large.

ARTICLE III – Membership and Dues

- Membership in this PTO shall be made available to all parent(s) or guardian(s) of a Greenbrook School student and teachers, staff, and administrators of Greenbrook School
- Each member of the organization shall pay annual dues as established by the Executive Board
- The organization shall conduct an annual enrollment of members, but persons may be admitted to membership at any time

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- Only members of the organization shall be eligible to participate in the business meetings, to vote, or to serve in any of its elected or appointed positions
- The membership year of this organization shall be from July 1st through June 30th
- A member in good standing is one who has paid dues

ARTICLE IV – Officers and their Election

IV.1 – Officers

The officers of this organization shall be:

- a president or two co-presidents
- vice president(s) of fundraising
- a recording/corresponding secretary
- a treasurer

IV.2 – Executive Board

The Executive Board of this organization consists of:

- the officers of the organization as stated in Article IV.1
- the principal of the school or a representative appointed by him/her

IV.3 – Election Process

- There shall be a nominating committee consisting of five members; two of whom shall be elected by the executive board and three members elected by the organization at a regular meeting at least one month prior to the election. If there should be more than the allotted to volunteer; the selection process would be such that a random drawing would create the committee.

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- The president position can be held by any member who was a chairperson of any committee during the prior school year.
- The nomination committee shall select one nominee for each office to be filled and report at the meeting in April.
- Following the report of the nominating committee, an opportunity shall be given for nominations from the floor.
- Only those members in good standing, who have consented to serve if elected, shall be eligible for nominations, either by the committee or from the floor.
- Officers shall be elected by majority vote annually in the month of April.
- Officers shall assume their official duties at the close of the calendar school year in June and shall serve for a term of one year or until successors are elected.
- The officers will be publicly presented at the September Open House in the Fall (Annual Meeting).

IV.4 – Term

- Each person elected shall hold only one office at a time.
- No person shall serve more than two consecutive terms in the same position, unless there is no one else who wishes to serve in said position.
- An officer having served more than one-half of a term shall be credited with having served the complete term.
- A vacancy occurring in an office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive board, notice of such election having been given by the secretary.

IV.5 – Transition

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- To insure continuity of the organization, a special meeting of the Executive Board of Officers will be held in June. At this time, all outgoing and incoming officers will meet to transfer books and records, and to discuss the objectives and policies of the PTO.

ARTICLE V – Executive Board Duties

The duties of the Executive Board shall be:

- To transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the organization and its purpose described in Article II
- To complete a budget proposal for the coming year prior to the September PTO meeting
- To present the budget for discussion at the September PTO meeting and for approval at the September Open House
- To approve expenditures within the limits of the total budget
- To create standing committees
- To present for approval the plans of work of the standing committees, to larger PTO board
- To present a report at the regular meetings of the organization
- The Executive Board shall meet a minimum number of 3 times during the Fiscal year
- An executive meeting can be called with 24 hours notice by the President / co-Presidents or by a majority of the members of the board. Notice shall be deemed given by either written notice or telephone call, provided the 24 hour advance

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notice is observed. The purpose of the meeting shall be stated in the call. At least 2/3 of the executive board members must be present to conduct official business.

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ARTICLE VI – Duties of Officers

VI.1 - President or Co-Presidents

The president or co-presidents shall:

- preside at all meetings of the organization and of the Executive Board
- perform such other duties as may be prescribed in these bylaws or assigned to him/her by the organization or the Executive Board
- coordinate the work of the officers and committees of the organization in order that the objectives and purpose of the organization may be promoted
- the president shall be ex officio a member of all committees except the nomination committee

In the event that the president or co-presidents cannot perform the duties of the president, a member of the Executive Board will be selected by the other members of the board, to serve either temporarily or permanently.

VI.2 - Vice President (s) of Fundraising

The vice president (s) of fundraising shall:

- explore and develop the PTO fundraising strategy for the upcoming school year
- provide reports at monthly PTO meetings
- oversee and coordinate fundraising events including but not limited to Catalog sales, Dance-A-Thon, How Tos, Magnet Sales, Book Sales

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VI.3 - Secretary

The secretary shall:

- record the minutes of all meetings of the organization and of the executive board
- maintain a copy of the approved bylaws
- conduct the general correspondence of the organization as directed by the president, executive board, or the organization
- maintain copies of all the meetings' minutes
- be responsible for distributing the Bylaws and Conflict of Interest statements to the Executive Board prior to the September Meeting
- be responsible for retaining the signed Conflict of Interest statements
- count written ballots or raised hands for any votes taken during Executive Board and General Meetings
- maintain the approved audit committee statement
- perform such other duties as may be delegated to him/her

Minutes of the meetings will be posted on the PTO website within 7 school days after a meeting, whenever possible.

VI.4 - Treasurer

The Treasurer shall:

- have custody of all funds of the organization; be responsible for the maintenance of all books of accounts and keep accurate records of gross income, receipts and disbursements of the organization

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- present a financial statement of accounts at every meeting of the organization and at other times when requested by the executive board
- make a full report at the June PTO meeting
- be responsible for maintaining and filing the following documents, including but not limited to:
 - Insurance
 - Charities Registration
 - Biennial registration for Legalized Games of Chance

ARTICLE VII – General Meetings

- Regular meetings of this organization shall be held on the first Tuesday of every month during the school year, but at a minimum of three times during the year. Sufficient notice shall be given to the membership when meetings are to be held.
- Special meetings may be called by the Executive Board with two days notice having been given. The purpose of the meeting shall be stated in the call.
- The general meeting for the purpose of electing officers will be in April.
- Twelve members shall constitute a quorum for the transaction of business in any meeting of this organization.

ARTICLE VIII - Committees

- Committees shall be created by the Executive Board as may be required to promote the objectives and purposes of this organization.
- The term shall be for one year, but not necessarily restricted to one term.

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- Only members in good standing of the organization shall be eligible to serve as chairperson or members of committees.

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ARTICLE IX – Finances

IX.1 – Fiscal Oversight

- No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the PTO 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.
- The fiscal year of this organization shall be twelve months (12) from July 1st to June 30th.
- Two authorized signatures shall be required on all checks and bank withdrawals.
- Authorized signers shall be the President and Treasurer, whose endorsement shall be on record at the bank.

IX.2 – Audit

- The Executive Board shall appoint an audit committee which will consist of 3 appointed members and may include an appointed CPA.
- An annual audit of the PTO's financial practices and accounts will be performed by the audit committee prior to the close of the fiscal year or upon change of officer.
- The auditing committee will sign a statement of approval once the report meets their satisfaction, to be filed with the Secretary.

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IX.3 – Bank Accounts

The PTO accounts are as follows:

- PTO Business Checking – For receipts and disbursements of the PTO budget
- PTO Business Checking for the Patricia Holliday Scholarship Fund (see Article X for further information)

ARTICLE X – Patricia Holliday Scholarship Fund

- The purpose of the Patricia Holliday Scholarship Fund is to provide financial support for students of Greenbrook School who have demonstrated financial need, in order that they may have opportunities to participate in supplemental educational or co-curricular activities offered beyond the school day and the school year. The Principal of Greenbrook School shall identify and determine the recipient(s) and program(s) they shall receive, including but not limited to, registration fees for after school activities, fees for summer enrichment/academic offerings, or fees for the rental or repairs of musical instruments.
- The Patricia Holliday Scholarship Fund shall be initially funded by private donations. Students will be recommended for scholarships based on financial need, by their teachers. Aptitude and appropriateness for a particular program will also be considered. The Principal and a panel of 2 additional staff members shall make the final determination for these awards. This fund will continue to be supported and administered, as described, through the succession of Greenbrook School Principals.

ARTICLE XI – Parliamentary Authority

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- Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE XII – Amendments and Bylaws

- The bylaws are made available on an incoming basis each year.
- A committee will review the bylaws every 3 years.
- These bylaws 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 previous meeting.
- A committee may be appointed to submit a revised set of bylaws as a substitute for these bylaws only by a majority vote at an Executive Board meeting.

ARTICLE XIII – Dissolution

- The Greenbrook School PTO may be dissolved with at least 30 calendar days notice and a quorum vote at a general meeting. The purpose/reason for dissolution will be sent to the general membership 30 days prior to said meeting.
- Upon dissolution of the organization, the PTO Executive Board shall pay or make provisions for the payment of all liabilities of the organization. All remaining assets shall be distributed for one or more tax exempt purposes, such as charitable or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE XIV – Conflict of Interest

XIV.1 - Purpose

The purpose of the conflict of interest policy is to comply with the IRS recommendations and 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 executive officer or a chairperson of a standing or special committee 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.

XIV.2 - Definitions

A. *Interested Person.* Any executive officer or chairperson of a standing or special committee, 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:

- a. An ownership or investment interest in any entity with which the PTO has a transaction or arrangement,
- b. A compensation arrangement with the PTO or with any entity or individual with which the PTO 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 PTO 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 XIV.3 Procedures, item (B), a person who has a financial interest may have a conflict of interest only if the executive board decides that a conflict of interest exists.

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XIV.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 executive board.

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 executive board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining executive board members shall decide if a conflict of interest exists regarding the transaction or arrangement involving the possible conflict of interest.

C. *Procedures for Addressing the Conflict of Interest.*

1. The President of the PTO shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the executive board shall determine whether the PTO 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.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive shall determine by a majority vote of the disinterested executive board members whether the transaction or arrangement is in the PTO'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 Conflicts of Interest Policy.*

1. If the executive board or a chairperson of a standing or special 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the executive board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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XIV.4 - Records of Proceedings

The minutes of the executive board meeting 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 executive board'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.

XIV.5 - Compensation

No member of the PTO shall receive compensation for services from the PTO.
All positions are unpaid and voluntary.

XIV.6 - Annual Statements

Each executive officer and chairperson of a standing or special committee 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 PTO 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.

The Secretary of the PTO will maintain signed statements.

XIV.7 - Periodic Reviews

To ensure the PTO 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.

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XIV.8 - Use of Outside Experts

When conducting the periodic reviews as provided for in XIV.7, the PTO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring periodic reviews are conducted.

Attachments: Conflict of Interest Statement for Executive Board members' form

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CONFLICT OF INTEREST POLICY

School Year _____

It is the policy of the Greenbrook School PTO (Parent Teacher Organization), Inc. that the Executive Board and chairpersons of standing or special committees are to avoid any conflict of interest or appearance of a conflict of interest. The Greenbrook School PTO serves the Greenbrook School students, families, and staff as a whole rather than serving a special interest group. Any conflict of interest, potential conflict of interest or appearance of conflict of interest and jeopardize the credibility of the organization, and as such, should be immediately reported to the principal of the school and the PTO president, or other board member(s), should the conflict involve the PTO president.

A conflict of interest is defined as any transaction or arrangement that might benefit the private interest of an executive officer or a chairperson of a standing or special committee or might result in a possible excess benefit transaction. Further, it is against the policy of the PTO to accept gifts, money, or gratuities from any person or entity performing or seeking to perform services under contract with the organization.

The Conflict of Interest Policy, adopted by the Greenbrook School PTO, are contained in Article XIV of the Bylaws of the Greenbrook School PTO, Inc.

By signing this document, you affirm that:

- a. You have received a copy of the Conflict of Interest policy,
- b. You have read and understand the policy,
- c. You agree to comply with the policy, and
- d. Understand the PTO 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.

Signature _____

Title _____

Date _____