



HICKORY CREEK ELEMENTARY
Parent Teacher Organization

HCE PTO By-Laws

Article I – Name, Description and Purpose

Section 1: Name – The official name of the organization shall be the Hickory Creek Elementary Parent Teacher Organization, Inc., commonly known as the HCE PTO. The organization was originally formed in June 2005. The mailing address for the corporation is 235 Hickory Creek Trail, Saint Johns, FL 32259.

Section 2: Description – The HCE PTO is a non-profit organization that exists 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.

Section 3: Purpose - The purpose of HCE PTO is to enhance and support the educational experience of Hickory Creek Elementary School by fostering relationships among the school community, parents, and teachers and improving the environment of Hickory Creek Elementary through volunteer and financial support.

Article II – Membership

Section 1: Membership in the Hickory Creek Elementary PTO shall be made available to any individual who subscribes to the basic policies of the By-Laws of the Hickory Creek Elementary PTO and is associated with a Hickory Creek Elementary student.* Membership in the organization shall be available without regard to race, color, creed or national origin. Once a family membership is created, all household members of that family are to be included as members of PTO.

** Addendum for the 2020-2021 school year-*

Due to the unforeseen times regarding COVID-19, and respecting our staff, students, and families' physical health, the membership requirements to join and/or remain a member of the PTO have hereby been modified to allow membership regardless of which "Return To School Option" is chosen. Membership in the Hickory Creek Elementary PTO will not be limited to only those associated with an HCE student that is physically attending through the brick and mortar option. Membership will be open and available to anyone that is associated with a student that is zoned for or has otherwise been approved to attend HCE via the school choice option.

Section 2: Annual dues, which are payable to the HCE PTO, through the treasurer, are determined annually by the Executive Board.

Section 3: Only members of the PTO who have paid dues (if applicable) and submitted a membership form for the current school year may participate in the business meetings of the organization.

Section 4: Members have voting privileges, one vote per membership.

Section 5: The organization shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

Section 6: Members of the Hickory Creek Elementary Parent Teacher Organization, Inc., are subject to local, state and federal laws. Members who violate such laws are subject to dismissal by majority vote of the Executive Board.

Article III – Officers and Elections

Section 1: Officers - The Executive Committee shall consist of the following officers, which are elected positions: President, 1st Vice President, 2nd Vice President, Treasurer, Recording Secretary, Corresponding Secretary, and Parliamentarian. Each position may have co-officers held by two individuals sharing the duties of such office. Each position shall have only one vote during Executive Board meetings. If a position has co-officers, only one may vote.

Section 2: Elections

- a. Officers shall be elected annually in the month of May. 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. Plurality elects.

Section 3: Eligibility - Members are eligible for office if they are members in good standing at least 30 calendar days before the nominating committee presents its nominations. The incoming President shall have one year of good standing as a member of PTO.

Section 4: Nominating Committee

- a. There shall be a Nominating Committee composed of at least four (4) members, one of whom is a current officer as selected by the Executive Board, and at least three of whom are volunteers from the members at large. The chairman of the Nominating Committee is appointed and approved by the Executive Board.
- b. The Nominating Committee shall nominate at least one eligible person for each office to be filled and report its nominees to the General Membership in April. Additional nominations may be made from the membership at large.
- c. Nominations for all PTO positions will be open up to one week prior to the election meeting (the “freeze date”). Nominees who meet the deadline will appear on the pre-printed ballot and will be publicly announced. Nominees who come forward after the freeze date will be considered write-in candidates on the ballot and will receive no public announcement.
- d. The consent of each nominee shall be secured before his/her name is presented. All nominees must be members in good standing.

Section 5: Terms of Office - The newly elected officers shall assume their duties June 1st (or within one week of the last day of the school year) and shall serve for a term of one year or until the election of their successors. A person shall not be eligible to serve more than two consecutive terms in the same office. A person may only serve a third consecutive term in the same office if an eligible successor can't be found prior to the first PTO meeting of the school year.

Section 6: Vacancies - A vacancy occurring in any office, except President, shall be filled by a majority vote of

all remaining members of the Executive Board. If the office of President becomes vacant, a Vice President shall assume the duty for the remainder of the school year, or until the office is filled by vote of General Membership.

Section 7: Removal from Office - By a two-thirds (2/3) vote of the entire Executive Board, an officer may be removed from office for failure to perform duties.

Article IV – Duties of Elected Officers

Section 1: President

- a. Preside at all meetings.
- b. Be the official spokesperson for the organization.
- c. Act as custodian of all records of the organization.
- d. Recruit committee chairpersons.
- e. Serve as an ex officio member of all committees except the nominating committee.
- f. Coordinate the work of all the officers and committees so that the purpose of the organization is served.
- g. Deliver to the successor in the office, all records in his/her possession by fiscal year end.
- h. Create and publish the annual PTO calendar by the first PTO meeting of the school year.
- i. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.
- j. Contract signing authority.
- k. The outgoing President shall be invited to serve as an advisor to the Executive Board for one year in order to ensure continuity.

Section 2: 1st Vice President

- a. Aid the president.
- b. Perform the duties of the president in the event of that officer's absence or inability to serve.
- c. Provide oversight to PTO membership and recruitment.
- d. Act as liaison between all non-fundraising activities and program committee and project chairs with the Executive Committee.
- e. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- f. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.
- g. Manage the recruitment of volunteers for the various PTO committees.

Section 3: 2nd Vice President

- a. Aid the president.
- b. Perform the duties of the president in the event of that officer's and 1st Vice President's absence or inability to serve.
- c. Act as liaison between all fundraising committee/project chairs with the Executive Committee. Oversee current fundraising activities.
- d. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- e. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.
- f. Manage the recruitment of volunteers for the various PTO committees

Section 4: Recording Secretary

- a. Prepare the agenda for the General Membership and Executive Board meetings with the assistance of the President.
- b. Prepare any materials needed for distribution or reference at General Membership meetings.
- c. Take minutes at Executive Board and General Membership meetings.
- d. Finalize minutes, obtain necessary approval, and post minutes in a timely manner.
- e. Keep the files of communications, papers, and documents belonging to the organization, including minutes, By-Laws, rules, and membership list.
- f. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- g. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.

Section 5: Corresponding Secretary

- a. Prepare any correspondence as needed, including meeting announcements and periodic newsletter.
- b. Recruit volunteers, or be responsible for the following
 - i. The organization's website(s).
 - ii. Maintenance of the PTO bulletin board.
 - iii. PTO calendar of events.
- c. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- d. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.

Section 6: Treasurer

- a. Be custodian of all organization funds. Disburse funds as authorized by the president, executive committee or in accordance with the budget adopted by the organization.
- b. Keep a full and accurate account of receipts and expenditures.
- c. Give written monthly financial reports, including cash-flow, for review at all General Membership meetings and to the Executive Board in months with no General Meeting.
- d. Prepare a year-end financial report by fiscal year end and present in final General Meeting.
- e. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- f. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.
- g. The fiscal year of this organization shall begin on July 1st and end on June 30th of the following year.
- h. All funds shall be kept in a checking account in the name of HCE PTO, requiring two signatures of the Executive Board and held at a local financial institution.
- i. The organization shall leave a minimum of \$2,000 in the treasury at the end of each fiscal year.
- j. Reimbursement requests must be made within 45 days of the expenditure and within budgeted amounts, otherwise the request may be denied.
- k. Prepare federal tax forms (Form 990 and Form 990EZ) annually as required by the IRS.
- l. Facilitate an annual audit of financial records and practices during the summer of each year.

Section 7: Parliamentarian

- a. Act as a consultant to assure that meetings and processes are conducted in accordance with By-Laws.

- b. Advise on parliamentary procedures using Robert's Rules of Order.
- c. Bring current copy of Constitution of By-Laws to all meetings
- d. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- e. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end.

Article V – Committees

Section 1: Standing Committees

- a. The term of each Chairperson shall be one year. Standing Committee Chairpersons are members of the Executive Board.
- b. The Chairpersons of each committee shall present their plans to the Executive Board and an annual report to their successors. No committee shall be undertaken without the approval of the Executive Board.
- c. The following Standing Committee Chairperson positions should be filled at the beginning of the fiscal year:
 - i. Volunteer Coordinator- Coordinate volunteers for HCE PTO events and school activities. Collect lists of general volunteers at the beginning of year and for special events. Assure that volunteer data is recorded and available to both the Board and teachers. Work with teachers, staff and leaders of committees to assure volunteers are recruited for programs. On-going dialog with Room Parents as to class and grade activities.
 - ii. Membership Coordinator- Organize the annual PTO membership drive and the on-going process to encourage membership. Coordinate any hospitality activities, including welcome program and documentation for new families and kindergarten families. Maintain membership records.
 - iii. Business Partner- Recruit, coordinate and promote community partnerships and activities.
 - iv. Public Relations- Disseminate positive information to the community about the school, its students and the PTO. Promote related activities and programs in order to heighten community awareness.

Section 2: Special Committees - Special committees may be established by the Executive Board. Special Committees are created for a specific, short-term purpose. The need for specific committees will be reviewed annually.

- a. The Chairpersons shall report on committee activities to their respective Vice President monthly and at the General Membership and Executive Board Meetings as necessary.
- b. A brief committee report should be sent to the board at the end of the committee project to include points of contact, business partners, schedule of events, volunteers and hours, expenditures/receipts, recommendations for future events.
- c. Special Committees may consist of, but are not limited to the following:
 - i. Teacher Appreciation- Organize monthly teacher appreciation activities and coordinate daily recognition for Teach Appreciation Week in May
 - ii. Box Tops- Train and coordinate efforts of Box Tops for Education room volunteers, run yearly incentive programs and ensure box tops mailed off in a timely manner prior to November 1st and March 1st of each year.
 - iii. Family Nights- Work with Business Partner Chairperson to coordinate a minimum of two family nights per year with local restaurants or other business partners.
 - iv. Spirit Wear- Coordinate the selection, design, ordering, inventory and sales of school T-shirts and any

related products.

- v. Holiday Shop- Coordinate holiday shop fundraiser. Order and inventory merchandise, work with Volunteer Coordinator to arrange volunteers for holiday shop.
- vi. Book Fair- Assist Media Specialist in coordinating spring and fall book fairs
- vii. Chili Cook-Off- Coordinate Chili Cook-Off family event.
- viii. Art Show- Coordinate Spring Art Show.
- ix. Art to Remember- Coordinate fund raising events.
- x. Nominating Committee- Provide slate of officers for next fiscal year.
- xi. Spring Fling Committee- Coordinate Spring Fling event.
- xii. Grandparent's Breakfast Committee- Coordinate Grandparent's Breakfast event.

Article VI – The Executive PTO Board

Section 1: Membership - The Executive Board of the PTO shall consist of the Executive Committee (elected officers) and Standing Committee Chairpersons.

Section 2: Duties of the Executive Board

- a. Transact necessary business in the intervals between general membership meetings and such other business as may be referred to it by the organization.
- b. Present a report at the General Membership meeting of any action taken by the Executive Board.
- c. Prepare an annual budget for membership approval.
- d. Approve non-budgeted expenditures of not more than \$500 between General Membership meetings.
- e. Oversee fundraising activities of the school year.
- f. Fill vacancies of elected positions.
- g. Create standing and special committees and appoint chairpersons for those committees.
- h. Contract signing authority is limited to the President and Vice-Presidents.
- i. Secure insurance for activities.
- j. Total current liabilities, including contingent liabilities shall not exceed fifty percent (50%) of the assets of the HCE PTO.
- k. Appoint and oversee an annual audit committee to review all HCE PTO financial transactions and records. Said committee is comprised of at least three (3) but no more than five (5) members of the PTO who are not related by blood or marriage to any member of the Executive Board. If an audit committee is not in place by the end of the school year, the Executive Board may authorize a Certified Public Accounting Firm to conduct the audit. This must be accomplished prior to August 1st.

Article VII – Meetings

Section 1: Executive Board Meetings

- a. The Executive Committee and Standing Committee Chairs meet monthly. The schedule will be published as soon as it is available or within 7 days prior to the meeting. A 7-day notice will be given to all members.

- b. Special meetings may be called by the President or by a majority of the members of the Executive Board as needed.
- c. All PTO members are invited to attend all Executive Board meetings.
- d. Advisors to the Executive
- e. Board Meetings of the Executive Board (Executive Committee, Committee Chairs and Principal) shall be held four (4) times during the school year, preferably on the same day and same time each month, to be determined by the board. Only members of the Executive Board are eligible to vote at Board Meetings.

Section 2: General Meetings

- a. Consist of all members of the organization in good standing.
- b. The organization shall hold at least two General Membership Meetings per year. One of the meetings will be the Annual Meeting held in April or May for the election of new officers. One of the meetings will be held in August or September to approve the annual budget.
- c. Meetings will be posted in the school calendar and the school newsletter when possible. All members will also be notified by email if requested.
- d. Special meetings may be called by the president or a majority of the board members within a 5-day notice given.

Section 3: Voting - Each member in good standing with PTO and present at the meeting where a vote is taking place is eligible to vote. One vote per membership.

Section 4: Quorum

- a. General Membership Meetings. Ten (10) members of the organization in good standing, inclusive of the president (or representative) and two additional officers shall constitute a quorum for the transaction of business at any general membership meeting. Sample ballots will be provided five (5) working day in advance of meeting.
- b. Executive Board Meetings. Five (5) board members, inclusive of the president (or representative) and two additional officers, shall constitute a quorum for the transaction of business.

Article VIII – Parliamentary Authority

The authority for this organization shall be “Robert’s Rules of Order Newly Revised.”

Article IX – Conflict of Interest

Section 1: Purpose - The purpose of this 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. 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. 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 person 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:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- 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 X – Indemnification

The Hickory Creek Elementary Parent Teacher Organization, Inc. shall indemnify, to the maximum extent

permitted by law, any person who is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he/she is or was a member of the Executive Board or a Board Committee Chairperson, or he/she is or was an employee, authorized agent or other volunteer of the HCE PTO, against all expenses, judgments, fines and amounts paid in settlement incurred by him/her, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the HCE PTO, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The HCE PTO may pay expenses incurred by any person covered by this section in defending any action, suit or proceeding in advance of final disposition on such terms and conditions as shall be determined by the HCE PTO Executive Board. The indemnification provided by this section is not exclusive, and the HCE PTO may purchase and maintain insurance on behalf of any person covered by this section, whether or not the HCE PTO would have the obligation or power to indemnify him/her under this section.

Article XI – Dissolution

Section 1: Procedure

- a. The organization shall authorize the appointment of a committee to consider the reasons for disbanding and the necessary steps to be taken.
- b. Notice of intent to disband shall be given to all members, in writing at least 30 days prior to the general membership meeting. Approval requires 2/3 vote of those present at the meeting.

Section 2: Upon dissolution of the Corporation, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Executive Board shall determine within the meaning of section 501c (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and in accordance with HCE PTO By-Laws and Standing Rules.

Article XII – Revision of By-Laws

Section 1: Procedure

- a. A committee may be appointment to submit a revised set of By-Laws as substitute for the existing By-Laws.
- b. Amendments and/or revisions must be posted at least 30 days prior to voting at the General Membership meeting.
- c. By-Laws may be amended or revised by the affirmative vote of 2/3 of members present, assuming a quorum (10) is met.
- d. Copies of the amendments or revised By-Laws shall be given to all board members. A copy of the By-Laws shall be available to all members of the organization.

Section 2: These By-Laws may be revised on a two-year schedule, or as needed.

- a. These By-Laws were adopted by Hickory Creek Elementary Parent Teacher Organization, Inc. on September 2, 2020. The Executive Board approved the original By-Laws on August 25, 2005.
- b. There are no other revisions to the original By-Laws
- c. Hickory Creek Elementary School Parent Teacher Organization was incorporated on August 29, 2005.