

# **Oswegatchie School Organization**

## **Bylaws**

**Updated and Approved 3/8/16**

## Article I – Name

The name of the organization shall be the Oswegatchie School Organization (OSO) hereinafter called the Organization.

## Article II – Purpose

**Section 1.** The purpose of the Organization is to promote closer relationships between home, community and school by fostering open communication and educational and recreational enrichment for students.

**Section 2.** The Organization shall be non-partisan and non-political.

**Section 3.** The Organization shall not be responsible for the actions of any single member.

## Article III – Membership

**Section 1.** The following groups shall comprise the membership in the Organization and have voting rights as noted:

- a. Any parent, guardian, or other adult standing in loco parentis for a student at Oswegatchie Elementary School has full voting rights.
- b. Oswegatchie Elementary School staff and administration do not have voting rights.
  - **Exception:** Staff members or administrators with a child enrolled in the school have full voting rights as parent, guardian, or other adult standing in loco parentis.

**Section 2.** The executive board has the power to establish dues. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

## Article IV – Officers, Duties, and Elections

### **Section 1. Officers**

The officers shall be President, Vice President, Secretary, and Treasurer.

- a. **President:** The President shall preside over meetings of the organization and Executive Committee, 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 except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the Organization is served.
- b. **Vice President:** The Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve. If the office of the President has been vacated, the Vice President automatically becomes President for the balance of his or her term. The Vice President shall oversee and coordinate all fundraising activities.
- c. **Secretary:** The Secretary shall keep all records of the organization, take and record minutes at any authorized meeting, including Executive Committee meetings and present said minutes at the regular meetings, and handle correspondence. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

- d. **Treasurer:** The Treasurer shall be the custodian of all monies of the organization. He or she shall deposit or cause to deposit, in a timely manner, received monies in a bank approved by the Executive Committee. He or she shall countersign all checks for authorized expenditures after said expenditures have been authorized by the Executive Committee or by a vote of the members present at any regular meeting. The Treasurer shall keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Committee. He or she will present a financial statement at every meeting and at other times of the year when requested by the Executive Committee, and make a full report at the end of the year.

## **Section 2. Nominations and Elections**

Elections will be held at the May meeting of the school year. The Members shall select a candidate for each office and present the slate at a meeting held prior to the election.

At that meeting, nominations may also be made from the floor. 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.

## **Section 3. Eligibility**

Any parent, guardian, or other adult standing in loco parentis of a student currently attending the school (or who will be attending in the following school year) are considered eligible.

## **Section 4. Terms of Office**

Officers are elected annually. There shall be no term limit for any officer. Each person elected shall hold only one office at a time. Any of the officer positions may be shared by no more than two members, in which case the title shall be preceded by the prefix “co” (i.e. Co-President). Offices shall be assumed at the end of the June meeting.

## **Section 5. Vacancies**

If there is a vacancy in the office of President, the Vice President will become the President. At the next regularly scheduled meeting, a new Vice President 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 (2/3) vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

## **Article V – Meetings**

### **Section 1. Regular Meetings**

The regular meeting of the Organization shall be on the second Tuesday of each month during the school year at 6:30 p.m., or at a time and place determined by the Executive Committee. The annual meeting, for receiving reports, electing officers, and conducting other business that should arise, will be held at the April regular meeting. Members will be notified of the meetings at least one week prior. Members shall be given an agenda of the business to be considered.

## **Section 2. Special Meetings**

Special meetings may be called by the President, by a majority vote of the Executive Committee, or by a majority vote of the membership present at any regular meeting. Previous notice of the special meeting shall be sent to the membership at least 48 hours prior to the meeting

## **Section 3. Quorum**

The quorum for regular meetings shall be (7) seven members of the Organization, including officers.

## **Section 4. Votes**

All votes shall be by majority vote, except that it will take a two-thirds (2/3) vote to amend the by-laws or to suspend the rules. When twenty percent (20%) or more of the membership in attendance at any meeting request it, a vote shall be by secret ballot.

## **Article VI – Executive Committee**

### **Section 1. Membership**

The Executive Committee shall consist of the officers, Principal.

### **Section 2. Duties.**

The duties of the Executive Committee shall be to:

- a. Transact necessary business between meetings in preparation for the regular meeting,
- b. create standing rules and policies,
- c. create standing and temporary committees,
- d. approve the working plans of committee
- e. prepare and submit for approval by the membership a budget that shall include the revenue and expenses of the Organization,
- f. approve routine bills, and
- g. prepare reports and recommendations to the membership.

## **Section 3. Meetings**

Regular meetings of the Executive Committee shall be held as necessary. 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 VII – Committees**

Committees shall be formed as necessary so as to conduct the events that have been established by the Organization.

### **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: Hospitality; Arts and Enrichment; Family Events; Fifth Grade Promotion

### **Section 3. Additional Committees**

The board may appoint additional committees as needed.

## **Article VIII – Finances**

### **Section 1. Budget**

A tentative budget shall be drafted or each school year and approved by a majority vote of the members present at the first meeting of the school year.

### **Section 2. Records**

The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

### **Section 3. Expenses**

The board shall approve all expenses of the organization.

### **Section 4. Counting money / Handling cash**

There shall always be two people assigned to the cash box for events; two people must count and verify the cash amount and sign it over to the treasurer.

### **Section 5. Financial Statements**

The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Executive Board.

### **Section 6. Dissolution**

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 7. Fiscal Year**

The fiscal year shall coordinate with the school year. Reminder: State laws often dictate what records must be made available to an organization's members and to the general public. Also, federal law requires that a nonprofit tax-exempt organization's IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years be available for public review when requested.

## **Article IX – Amendments**

**Section 1.** These by-laws may be amended by a two-thirds (2/3) vote of those present at any regular meeting, provided notice of the proposed amendment shall have been incorporated in the call for the meeting.

**Section 2.** All by-law amendments shall take effect at the close of the meeting at which they are adopted.

## **Article IX – Parliamentary Authority**

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

## **Article X – 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 XI – Dissolution**

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

## **Article XII – 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 XIII – 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:

- a. has received a copy of the conflict of interest policy;
- b. has read and understood the policy;
- c. has agreed to comply with the policy; and
- d. 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. At a minimum, the periodic reviews shall 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.