

Montessori School of Pensacola (MSP)  
Parent Teacher Organization (PTO)  
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**Article I: Name and History**

The name of the organization shall be the Montessori Early School PTO, Inc. DBA Montessori School of Pensacola PTO. The organization was formed on February 15, 1999.

**Article II: Purpose**

The corporation is organized for the purposes of supporting the education and enrichment of children at MSP by raising funds for needs identified by PTO membership and fostering relationships among the school, parents, and faculty.

**Article III: Membership**

**Section 1.** Any parent or legal guardian of a student at the school is a member and has voting rights. The owners of the school and faculty members employed at the school are members and have voting rights.

**Section 2.** No dues will be required for membership.

**Article IV: Officers**

**Section 1. Elected Officers.** The officers chosen by election shall be a president, vice-president, secretary, and treasurer.

**a. President.** The president shall preside over meetings of the organization, serve as the primary contact for the owners, prepare the agenda, 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.

**c. Secretary.** The secretary shall keep all records of the organization, take and record minutes, handle correspondence and send notices of meetings to the membership. The secretary also keeps the official copy of the minutes book, bylaws, rules, membership list and any other necessary supplies and brings them to meetings.

**d. Treasurer.** The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the board. He or she will present a financial statement at every meeting and at other times of the year when requested by the board, and make a full report at the end of the year. The treasurer is responsible for coordinating the timely filing of all tax and legal documents.

**Section 2. Appointed Officers.** The officers chosen by appointment shall be a past-president, member(s) at large and faculty representative(s).

**a. Past-President.** The past president shall support the organization as a mentor for the fiscal year following their presidency.

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**b. Member at Large.** The members at large are preferably the Gala Chairperson and/or the Carnival Chairperson, which are volunteer positions approved by the PTO Board. The maximum number of member at large positions is two.

**c. Faculty Representative.** The faculty representatives are faculty members employed by MSP who act as liaisons between MSP staff and PTO Board and membership. The positions are assigned by the Administration. The maximum number of faculty representative positions is two.

**d. Administration.** The administration positions are filled by the current owners of the school and they represent MSP. The positions are assigned by the Administration. The maximum number of Administration positions is three.

**Article V: Nomination and Election of Officers**

**Section 1. Eligibility.** All members of the PTO are eligible for office.

**Section 2. Elected Officer Nominations and Elections.** The elected officers shall be the President, Vice-President, Secretary and Treasurer positions. Elections will be held at the last general meeting of the school year. Initial nominations will open for the elected officer positions no later than one month preceding the election and will close twenty four hours before the election. At the last general PTO meeting of the year, the PTO Board will accept nominations from the current PTO Board and the floor for all vacant officer positions. Voting shall be by voice vote if only one person is running for an office. If more than one person is running for an office, a ballot vote shall be taken.

It is preferable for the nomination to President be the current Vice-President or another board member if the VP declines.

**Section 3. Terms of Office.** Officers are elected for one year. Each person elected shall hold only one office at a time.

**Section 4. Vacancies.** If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled board or special meeting, a new vice president will be elected by the board. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

**Section 5. 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 no less than 8 times during the school year and at a time and place determined by the board at least one week before the meeting. The annual general membership meeting shall be in the month of May. This meeting is for receiving reports, electing officers, and conducting other business that should arise. The secretary will notify the members of the meetings in a flyer or email sent home with the students at least one week prior to the meeting.

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**Section 2. Special Meetings.** Special meetings may be called by the president, any two members of the 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 10 days prior to the meeting, by flyer and email.

**Section 3. Quorum.** The following chart is used to determine how many board members constitute a quorum:

12 board members:	7 is quorum
10-11 board members:	6 is quorum
9 board members or below:	5 is quorum

**Article VII: 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 organization will have standing committees which may include, but not be limited to Carnival, Gala, Enrichment, Teachers Appreciation Week, and Minithon.

**Section 3. Adhoc Committees.** The board may appoint additional committees as necessary.

**Article VIII: Finances**

**Section 1. Budget.** A tentative budget shall be drafted at the beginning of each school year and approved by a majority vote of the board members present.

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

**Section 3.** The board shall approve all expenses of the organization through budget, allocation or board vote.

**Section 4.** Two authorized signatures shall be required on every check. Authorized signers shall be the president, treasurer or other officer designated by the Board.

**Section 5.** The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the board.

**Section 6.** 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 students.

**Section 7.** The fiscal year shall coordinate with the school year.

**Section 8.** The Board will make available, upon request, the three most recent years tax return and current financials.

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**Article IX: Parliamentary Authority**

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

**Article X: Standing Rules**

Standing rules may be approved by the 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) at a General Meeting, with 2/3 vote of the board and a two-thirds vote of all general members present.

**Article XII: Amendments**

These bylaws may be amended at any regular or special meetings, 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 two-thirds of those present, assuming a quorum of the board.

**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

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transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

iv. 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.

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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:

- 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:

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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.