

# **BYLAWS**

## **MEDFIELD HEIGHTS ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION, INC.**

### **ARTICLE I: NAME, DESCRIPTION, & PURPOSE**

Section 1: NAME — The name of the Corporation shall be the Medfield Heights Elementary School Parent Teacher Organization, Inc. (hereinafter “MHES PTO” or “PTO”). The MHES PTO is located at Medfield Heights Elementary School, 4300 Buchanan Avenue, Baltimore, Maryland 21211.

Section 2: DESCRIPTION — The MHES PTO operates as a nonprofit corporation in Maryland and exists exclusively for charitable, scientific, literary or educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Section 3: PRINCIPAL OFFICE — The principal office of the Corporation shall be designated by the Board of Directors.

Section 4: RESIDENT AGENT — The Resident Agent shall be the Treasurer of the MHES PTO. At the time a new Treasurer’s term begins, the Treasurer shall submit a Change of Resident Agent Certificate with the Maryland State Department of Assessments and Taxation (SDAT) changing the Resident Agent name and address on SDAT’s records to be that of the new Treasurer.

Section 5: PURPOSE — The Corporation is organized exclusively as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue law or regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code), for the following purposes:

- (a) to support the education and social-emotional well-being of students and community at Medfield Heights Elementary School; to develop a closer connection between school staff, students, and families by encouraging discussion and involvement; and to enhance the educational experience, facilities, events, and opportunities for the students of Medfield Heights Elementary School through volunteering and fundraising in support of that mission; and
- (b) to engage in any other activities which are not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

Section 6: ACTIVITIES — Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Corporation or members in their official capacities shall not, directly or indirectly, participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public official; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

### **ARTICLE II: MEMBERSHIP**

Section 1: MEMBERS – Membership shall be automatically granted to any parent, guardian, or other adult standing in loco parentis for a student at Medfield Heights Elementary School (MHES), plus all staff at MHES. Members have voting privileges, one (1) vote per person. If a person is a family member or guardian as well as being employed at the school, that person shall be entitled to only one (1) membership in the MHES PTO.

Section 2: DUES – Mandatory membership dues, if any, will be established by the Board of Directors. If dues are charged, a member must have paid their dues at least 5 calendar days before the meeting to be considered a member in good standing with voting rights. If no mandatory dues are assessed, all of the persons in Section 1 shall be considered members in good standing. If no mandatory dues are assessed, dues for the MHES PTO may be paid on a donation basis.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1: MEMBERSHIP — The Board of Directors shall consist of the Officers of the MHES PTO, chairs of standing committees, and one (1) Teacher Representative elected solely by the teachers, administrators and staff, subject to the ratification of the Board. Each Board member shall each be entitled to one (1) vote. If an Officer position is shared (co-officers), each person has one (1) vote on the Board. If a person holds more than one position, that person has one (1) vote on the Board.

Section 2: DUTIES — The duties of the Board of Directors shall be to develop the MHES PTO's annual budget; establish and oversee standing and special committees to conduct the work of the PTO; establish fundraising programs; transact business between meetings in preparation for the general meeting; and approve unbudgeted expenditures by a majority vote of the Board of Directors.

Section 3: MEETINGS — Board of Directors meetings shall be held at the discretion of the President, and notice must be given no less than two (2) weeks in advance of a meeting. Emergency meetings not scheduled in advance may be called by any two (2) Board of Directors members, and notice must be given no less than 24 hours prior to the meeting. Board of Directors business may otherwise be conducted by email. Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the officers entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the officers assembled and shall be filed with the minutes.

Section 4: QUORUM — Half the number of Board of Directors members plus one constitutes a quorum.

### **ARTICLE IV: OFFICERS OF THE MHES PTO**

Section 1: OFFICERS — The MHES PTO shall have the following officer positions: President, Vice President, Secretary, Treasurer, and Members-at-Large. Officer positions may be shared as co-officers. At minimum the Officers shall consist of a President, Treasurer, and Secretary. The other positions may remain vacant if no one is elected.

Section 2. TERM OF OFFICE — The term of office for all officers is one year, beginning July 1 and ending June 30 of the following year. Officers shall serve until their successors are elected, or until they are removed according to Article IV, Section 6.

Section 3: ELIGIBILITY — Any MHES PTO member in good standing who has attended two (2) meetings within the school year, one of which must be between January and May of the voting year, may run for the offices of President, Vice President, Secretary, and Treasurer. Any MHES PTO member in good standing who has attended one (1) meeting within the school year may run for a Member-at-Large position. The June election meeting does not count towards the above meeting attendance requirements.

Section 4: DUTIES — In addition to the duties listed below, each officer will also perform other such duties as applicable to the office.

- (a) President: The President will preside at general and Board of Directors meetings of the PTO, prepare agendas for official PTO meetings, serve as the official representative of the PTO, and retain all official records of the PTO. The President will make a year-end report to the PTO at the last meeting of the school year.
- (b) Vice President: The Vice President will oversee the committee system so that the purpose of the PTO is served, carry out the President's duties in their absence or inability to serve, and, at the request of the President, assist in the performance of the duties of the President.
- (c) Secretary: The Secretary will record and distribute the minutes and attendance of all Board of Directors meetings and all general PTO meetings; make available copies of the minutes of the previous meeting; and cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes book of the PTO. The Secretary's duties may include managing communications and marketing for the PTO; maintaining and updating the PTO website with new or revised content; sending email broadcasts; creating flyers, posters or other online communications as

appropriate to promote PTO activities; and checking and responding to inquiries as necessary in the PTO email account.

(d) Treasurer: The Treasurer will serve as custodian of the PTO's finances; receive and deposit all funds; pay out funds in accordance with the budget and approval of the Board of Directors; keep an accurate record of all receipts and expenditures; maintain all financial records in the central PTO files; and prepare and file all year-end financial reports, tax returns, and registration renewals. The Treasurer shall perform additional duties as described in Article VII: Financial Policies.

(e) Members-at-Large: Members-at-large will perform duties as assigned by the acting Board of Directors. One (1) to three (3) Members-at-Large may be elected each year.

Section 5: NOMINATIONS AND ELECTIONS — Elections will be held at the final meeting of the school year. The deadline and format for nominations will be set at the MHES PTO meeting prior to the election meeting. Members may nominate themselves or other eligible members as candidates for any office. Any PTO member in good standing who has attended one (1) meeting within the school year is eligible to vote in an election for PTO officers. The June election meeting does not count towards these requirements. The election shall be conducted by secret ballot and a school staff member shall tally the results.

Section 6: REMOVAL — An officer can be removed from office, with or without cause, by a two-thirds vote of those present (assuming a quorum) at a general meeting where notice has been given no less than two (2) weeks in advance of the meeting.

Section 7. RESIGNATION — An officer may resign only by submitting a written resignation to the President, or to the other Board of Directors officers if the resigning officer is the President.

Section 8: VACANCY — If there is a vacancy in the office of President, the Vice President will become the President. At the next general MHES PTO meeting, a new Vice President will be elected. In the event the Vice President chooses not to assume the office of President, the general membership shall be notified and a special election shall be held by the general membership. If there is a vacancy in any other office, for whatever reason, it shall be filled by the Board of Directors and any officer so appointed shall fulfill the term of their predecessor.

## **ARTICLE V: MEETINGS**

Section 1: GENERAL MEETINGS — General meetings shall be held to conduct the business of the MHES PTO. Meetings shall be held monthly during the school year or at the discretion of the Board of Directors. Meetings shall generally be on the same day and at the same time each month, to be determined by the Board of Directors. Notice of the general meeting will be given to all PTO members no less than two (2) weeks in advance of any meeting.

Section 2: SPECIAL MEETINGS — Special meetings for the general MHES PTO may be called by the President, any two (2) members of the Board of Directors, or five (5) members submitting a written request to the Secretary. Notice of the special meeting will be given to all PTO members no less than one (1) week in advance of the meeting.

Section 3: VOTING — Each member in good standing in attendance at a MHES PTO meeting is eligible to vote, one (1) vote per person. Proxy votes are not allowed.

Section 4: QUORUM — Seven (7) members of the MHES PTO voting on an issue constitute a quorum for the purpose of voting. Absentee votes cannot be counted to obtain the minimum quorum threshold.

Section 5: VIRTUAL MEETINGS — General or special MHES PTO meetings may be held as virtual meetings in cases where there are compelling reasons that in-person meetings should not be conducted, if approved by a two-thirds majority vote of the Board of Directors.

## **ARTICLE VI: COMMITTEES**

Section 1. COMMITTEES — The Board of Directors may create such standing or special committees with such

powers as it deems wise to have and appropriate to conduct the business of the MHES PTO. The President shall appoint persons to chair and serve on those committees, which may include persons who are not on the Board of Directors of the PTO. All such appointments must be approved by the Board of Directors either prior to the appointment or be ratified at the next Board of Directors meeting.

Section 2. MEMBERSHIP — Committees may consist of general members and Board of Directors members, with the president acting as an ex officio member of all committees.

Section 3. VOTING — Chairs of standing committees are members of the Board of Directors per Article III, Section 1.

## **ARTICLE VII: FINANCIAL POLICIES**

Section 1: FISCAL YEAR — The fiscal year of the MHES PTO shall be from July 1st to June 30th.

Section 2: BUDGET — A budget shall be drafted in the summer for each fiscal year and approved by a majority vote of the Board of Directors members before the beginning of the school year.

Section 3: BANKING — The Treasurer shall keep accurate records of any disbursements, revenue, and bank account information in a digital system. The authorized signatories to the bank account(s) of the MHES PTO shall be the Treasurer and President of the MHES PTO only. In the event the Treasurer and President are related by blood or marriage, or reside in the same household, the Treasurer and Vice President shall be signatories.

Section 4: EXPENSES — The Board of Directors shall approve all expenses of the MHES PTO. All checks, purchases, notes, acceptances, and orders for payment of money shall be authorized and confirmed in advance by electronic mail between the Treasurer and both the President and Vice President, with other Board of Directors officers copied on the correspondence.

Section 5: CONTRACTS — Authority to sign contracts is limited to the President or the President's designee.

Section 6: REPORTING — The Treasurer will present a financial statement at every general meeting and at other times of the year when requested by the Board of Directors. The Treasurer will also make a written year-end report, to be reviewed by the Board of Directors and auditor or auditing committee.

Section 7: ANNUAL FILINGS — The Treasurer will prepare and file all federal tax returns, state tax returns, and applicable annual state registration renewals.

Section 8: ANNUAL AUDIT — The Treasurer shall have the accounts examined at the close of the fiscal year and upon change of treasurer by an independent auditor or an internal auditing committee who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. An auditing committee shall consist of not less than three (3) persons, and at least one (1) of those persons shall not be an Board of Directors member.

Section 9: ENDING BALANCE — The MHES PTO shall leave a minimum of \$500 in the PTO bank account at the end of each fiscal year.

## **ARTICLE VIII: AMENDMENTS**

Amendments to the bylaws may be proposed by any MHES PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting or a special meeting. The Secretary must give notice of the vote to all PTO members no less than two (2) weeks in advance of the meeting. These bylaws may be amended by a two-thirds majority vote of the general membership present and entitled to vote at a meeting at which a quorum is present.

## **ARTICLE IX: DISSOLUTION**

The MHES PTO may be dissolved by a two-thirds vote of the general membership present and entitled to vote

at a meeting at which a quorum is present. Notice of the proposed dissolution must be submitted to the Board of Directors in writing no less than two (2) months prior to the meeting, and notice of the meeting to vote on dissolution must be given to all PTO members no less than two (2) weeks in advance of the meeting. The disposition of the net assets of the Corporation in the event of dissolution, and in accordance with Section 501(c)(3) of the Internal Revenue Code, is set forth in the Articles of Incorporation.

#### **ARTICLE X: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern meetings when they are not in conflict with the MHES PTO's bylaws or any other standing rules, and shall be enforced by the President and Vice President.

#### **ARTICLE XI: STANDING RULES**

Standing rules may be approved by the Board of Directors, and the Secretary shall keep a record of the standing rules for future reference.

#### **ARTICLE XII: INDEMNIFICATION**

The Corporation shall indemnify its officers to the fullest extent permitted by statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

#### **ARTICLE XIII: EXONERATION**

To the fullest extent permitted by (State) statutory or decisional law, as amended or interpreted, no officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

#### **ARTICLE XIV: INSURANCE**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the Corporation, or who, while an officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the article.

#### **ARTICLE XV: MISCELLANEOUS PROVISIONS**

Except to the extent prohibited by law, the indemnification provided in Article XII above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested officers or otherwise, both as to action in their official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has

ceased to be an officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such person.

## **ARTICLE XVI: COMPENSATION**

The officers of the Board of Directors of the Corporation shall serve without compensation for their services as Board members or officers. In addition, nothing in this paragraph is intended to preclude an officer from receiving compensation for their service to the school in some other capacity.

## **ARTICLE XVII: INSPECTION OF CORPORATION RECORDS**

These bylaws, the roster of officers, the books of accounts and the minutes or proceedings of the Board of Directors and of the committees shall be open to inspection no later than thirty (30) days after receipt of a written request, addressed to the President or the Secretary of the Corporation by a member of the Corporation for any purpose reasonably related to their interests as a member. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the member's expense.

## **ARTICLE XVIII: NON-DISCRIMINATION**

The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

## **ARTICLE XIX: 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 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 officer, or member of a committee with 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 3, a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate 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 officers and members of committees with 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, they shall leave the Board of Directors 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 Board of Directors or committee meeting, but after the presentation, they 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 Board of Directors 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 Board of Directors 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 Board of Directors or committee shall determine by a majority vote of the disinterested officers 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 Conflicts of Interest Policy.
  - (i) If the Board of Directors 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 Board of Directors 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 D: RECORDS OF THE PROCEEDINGS — The minutes of the Board of Directors 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 Board of Directors' 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 E: COMPENSATION —

- (a) A voting member of the Board of Directors 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 Board of Directors 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 F: ANNUAL STATEMENTS — Each officer and member of a committee with 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.

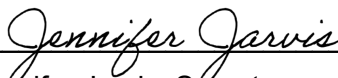
Section G: PERIODIC REVIEWS — To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (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 H: USE OF OUTSIDE EXPERTS — When conducting the periodic reviews as provided for in Section G, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

These bylaws were adopted by the Medfield Heights Elementary School Parent Teacher Organization, Inc. as a tax-exempt nonstock corporation in the state of Maryland on this 24th day of June 2021.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

  
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Jennifer Jarvis, Secretary