# MILLTOWN SCHOOL

## Parent Teacher Organization By-Laws

***Revised February 2015***

### Article I Name/Organization

1. This organization shall be called the Milltown School Parent

Teacher Organization, Inc.

1. This organization exists as a non-profit organization of its members.
2. These by-laws shall constitute our articles of organization.

### Article II Objectives

### Milltown PTO (PTO) and Milltown Community of Caring (MCoC) will work together to support service learning, community integration and social learning for the Milltown students and community. These will be done with the following goals:

1. To fully support and align with the Milltown School Mission Statement in partnership with the Milltown Community of Caring (MCoC).
2. Increase parent and staff volunteerism/involvement in PTO and MCoC activities.
3. Continue to support and teach the whole child through integrated PTO and MCoC academic and social activities.

#### Article III Policies

1. This organization shall be non-commercial, non-sectarian, apolitical and non-partisan.
2. This organization shall not attempt to direct the administration activities of the school or to control its policies.
3. This organization shall cooperate with groups active in the student’s welfare.
4. This organization shall not allow criticism of its members, administration staff, individual teachers or students.

#### Article IV Membership and Dues

1. Membership shall be open to parents, legal guardians, teachers, and administrative staff in Milltown School.
2. Membership in this organization shall run from September through June of the current school year and may include a directory and admission to “non-fee” events.
3. Dues, if any, are set annually by a majority vote of the Executive Board and can change year to year.
4. The dues, which are paid to Milltown PTO by October 15th will allow a member to be considered a member in good standing with voting rights. One vote per household.
5. New families to Milltown School may join the PTO at any time by paying dues.

#### Article V Organization

1. This organization shall consist of the Executive Board and General Membership.
2. The Executive Board consists of the elected officers.
3. General Membership consists of all parents of the school and/or paid members.

#### Article VI Officers

#### Executive Board: The Executive Board shall consist of the following offices:

#### President/Co-President,

* 1. Vice President/Co-Vice President,
	2. Recording Secretary/Co-Recording Secretary
	3. Treasurer ***(one person is needed for this position)***
	4. Corresponding Secretary
	5. Faculty Advisors ***(2 positions)***
	6. Milltown Community of Caring (MCoC) Advisor
	7. Homeroom Parent Coordinator
	8. Miltie Mini Course Advisor
1. **Term of Office:**

a. The term of office is two years, and may not serve in the same capacity for more than two (2) consecutive years unless an exception is made by ***two-thirds (2/3)*** vote of the general board members in attendance at May general meeting.

* 1. The Faculty Advisors are limited to two positions on the board for a one year term if there is more candidates interested in these positions; it will be states that there will be a random selection process made by the Principal at the last PTO meeting of the year in May.
	2. If a vacancy occurs during the school year in any office it shall be appointment of the President/Co-President and approved by the Executive Board.

**Article VII Duties of Officers**

1. **President/Co-President**

* 1. Preside at meetings.
	2. Coordinate chairpersons.
	3. Coordinate activities of officers and committees.
	4. Represent the School at Council of School President’s Rap meetings.
	5. Prepare budget with Treasurer (to be reviewed and approved by Executive Board).
	6. Sign checks and make deposits in absence of Treasurer.
	7. Be the ex-officio member of all committees.
	8. Establish dates with Council of Schools for meetings and correlate calendars.
	9. Create special committees as needed.
	10. Attend Kindergarten Parents’ Orientation Meeting in May.
	11. Maintain PTO file cabinet, storage cabinet and storage areas.
	12. Arrange installation of new officers.
	13. Review by-laws in conjunction with the other Executive Board Members.

2. **Vice President/Co-Vice President**

1. Perform duties of President/Co-President in his/her absence
2. Represent Milltown School at the Council of Schools Association meetings or find representation for the meetings.
3. Plan the June year-end dinner.
4. Compile and send weekly PTO E-Blast material to the School.
5. Prepare agendas for PTO meetings.

3. **Recording Secretary/Co-Recording Secretary**

* 1. Keep minutes of all General PTO meetings and distribute to all school members via Eblast system and post on Website.
	2. Keep minutes of all Executive Board Meetings.
	3. Provide a copy of the by-laws to all members as requested. Keep by-laws updated as needed as supplied by the Executive Board.
	4. Keep a list of all paid PTO members, if applicable.
	5. Prepare and maintain sign-in sheet for all parents/guardians at PTO meetings.
1. **Corresponding Secretary**
2. Handle all correspondence.
3. Check the PTO mailbox frequently and direct mail and/or make appropriate calls for pick-up.
4. Prepare and follow up on Milltown School fundraisers and events and retrieve the folders with all events documents within one (1) week of end of event.
5. Work with the directory committee in implementing the online directory.
6. Maintain the Website with current E-Blast information.
7. Maintain the Facebook page with current E-Blast information.
8. **Treasurer**
9. In charge of all funds.
10. Prepare and provide a copy of the financial report to the Executive Board prior to each General PTO Meeting
11. Present and submit a financial report at all PTO meetings.
12. Receive and pay bills.
13. Make deposits or withdrawals as needed.
14. Prepare budget with the President/Co-President.
15. Present prepared budget to the Executive Board for review and approval prior to it being presented at the October general meeting.
16. Present proposed budget for approval at the October general meeting with prior notice required to membership via E-Blast.
17. Secure audit of account by August.
18. File annually:
	* + 990EZ
		+ Certificate of Incorporation
		+ Charities Registration
		+ Tax Exempt Form
		+ Permits or licenses
		+ 1099 Tax Forms
19. ***All expenditures need to be approved by the PTO Executive Board that are over $500.00.***
20. Shall obtain and secure all necessary state and local permits, licenses and official documents.
21. Shall close the organization’s books for the current year by July 31. All officers shall maintain all official materials and documents in a central file in the PTO storage room.
22. **Faculty Advisor/Co- Faculty Advisor**
	1. Attend general PTO meetings
	2. Liaison between teachers, staff and faculty (must be a PTO member), and the Executive PTO Board.
	3. Attend a majority of PTO Executive Board Meetings (meetings may be split between elected advisors).
	4. Chair a committee or event
	5. Position is a one year term.
23. **Milltown Community of Caring (MCoC) Advisor**
	1. Attend general PTO meetings
	2. Liaison between MCoC and the Executive PTO Board.
	3. Attend a majority of PTO Executive Board Meetings (meetings may be split between other members of the MCoC).
	4. Support the development of objectives and calendar for each year
24. **Homeroom Parent Coordinator**
	1. Compile list of volunteers who are willing to be Homeroom parents and assign them the classes.
	2. Liaison between the Homeroom parents and the Executive Board.
	3. Attend general PTO Meetings
	4. Keep Homeroom parents on top of the classroom parties and activities with regular email reminders.
	5. Work with the Volunteer Pool committee and directory committee.
25. **Miltie Mini Course Advisor**

a. Complete Facilities Use form

b. Develop calendar for courses for school year and initiate and follow up with teachers for all sessions

c. Ongoing communication with Mini Course teacher reps

d. Correspond with teachers to create Mini Courses for each session

e. Review course descriptions with teachers and track courses offered

f. Create Mini Course flyer

g. Respond to and initiate emails concerning Mini Courses to teachers and parents

h. Close out courses that do not meet minimums and email parents

i. Develop roster for all teachers

j. Share roster with office and teachers

k. Share roster with Treasurer so she can write checks to teachers

l. Create and publish survey after each session

m. Share results with faculty and Milltown Community

n. Facilitate online registration system and coordinate with computer rep

n. Correspondence with “On the Court”

o. Communicate and coordinate registration with On The Court

**Article VIII Nominations and Elections**

1. The Principal and one (1) Executive Board member shall serve as ex-officio of the Nominating Committee.
2. The Nominating Committee shall consist of three (3) active PTO members who have

a. chaired or volunteered on a Milltown School committee; and

 b. attended a majority of meetings.

1. In February of the school year, the Nominating Committee shall be notified of the present Executive Board’s intentions of serving in the upcoming year. ***Open positions shall be posted three (3) times via Eblast with job responsibilities prior to the last meeting of the year.***
2. At the May general PTO meeting, the Nominating Committee shall submit a slate to general membership. At that time, additional nominations will be taken from the floor. Prior consent of all nominees must be received. If there is only one candidate for each position, the slate will be elected automatically by consent of the general membership with the recording secretary casting the only vote. If more than one candidate is running for a position, then the vote shall be taken by ballot.
3. Members of the Executive Board must have attended the majority of PTO meetings and have chaired a committee. If no person has been nominated with these qualifications, the Board has the right to waive these requirements.
4. New officers shall be sworn in at the PTO Installation Dinner or the May PTO general meeting.
5. New officers shall assume their duties during the May PTO general meeting after all old business ***has been*** completed and the outgoing President/Co-Presidents turn the meeting over to the incoming President/Co-President to conduct new business.
6. The closing of the organization’s books shall be completed no later than July 31, and the books shall be presented to the new Treasurer at that time.

**Article IX Voting**

1. On matters requiring general membership voting, decisions will be made by a majority vote of the members present at a general meeting, one vote per household, except as indicated elsewhere as in Article V #7.

**Article X Meetings**

1. General meetings shall be held in October and May only. October’s meeting will center on voting the budget into place and May’s meeting will center on nominations.
2. Notification of General meetings will be done through the Eblast system and on the PTO website. Minutes and Agenda will be posted in weeks prior to the meeting Eblast along with on the website.
3. Dates for following school year PTO general meetings and events must be submitted to CSA by June of ending school year.
4. The Executive Board may call emergency meetings with prior notice given.
5. The Executive Board shall:
6. Meet as required to conduct the business of this organization.
7. Have the power to transact all Organizational business between General Meetings; the majority of the Executive Board shall prevail.
8. Executive Board Members must attend a majority of all meetings. If a member is unable to fulfill this requirement, the position will be considered to be an open position.
9. Quorum shall be set at eight (8) members of the organization.

**Article XI Committees**

* 1. The President/Co-President shall be an ex-officio member of all committees except the Nominating Committee.
	2. The chairpersons of these committees shall be approved by the President/Co-President on a yearly basis.
	3. Standing committees include Membership/Directory, Nominating, Yearbook and Spiritwear.
	4. Committees shall be created annually by the Executive Board to include the various events for that year.
	5. Chairpersons must complete school use/custodial forms when necessary.
	6. Chairpersons should complete fundraiser/event folder and include all documents within 1 (one) week of the end of the event and it should be submitted to the Corresponding Secretaries.

**Article XII Funds**

* + - 1. Expenditures $150.00 and under may be approved by the President/Co-President.
			2. Expenditures $151.00 to 500.00 may be approved by the Executive Board.
			3. Expenditures over $500 that are not included as a line item must be voted on at a general meeting.
			4. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.
			5. Prior notice must be given to PTO membership regarding the appropriation of funds to be used for school gifts.
			6. A reserve for the following year shall be carried over for operating expenses incurred prior to fundraisers. Suggested amount in reserve: $2500.00.
			7. Any carryover in excess of the reserve fund must be earmarked and approved for a specific project or purpose.

**Article XVIII School Mascot and Colors**

 The official school colors of Milltown School shall be maroon and gold. The mascot shall be Miltie, the Mountain Lion.

1. **New Logo & PMS Color Matching**
	* 1. ***The Milltown PTO decided in November 2010 to change their current logo used in Spiritwear and other PTO related letters, flyers and any other printed materials. It will be stated that from November 2010 through the existence of the PTO that we have two (2) designs that may be used. One is the “M” with a lion cub coming through the top with Milltown Mountain Lions wording underneath, and the second includes an electronic version of a lion cub that was purchased from CoolClips.com with content licensing from ClipsDirect in the amount of twelve dollars and ninety-five cents ($12.95) with Milltown running through the center of the Mountain Lion and Mountain Lions printed below with a paw print in the location of the “o” for lion. The color matching should be used to PMS Color of 222 for Maroon and PMS Color 109 for Gold it is up to the discretion of the PTO how to use the electronic files associated for clothing attire for its appearance. Starting in the school year of 2011 all printed materials will be transferred to the second logo. It is also to be noted that the PTO acquired the new logo through Success Communications Group (Russ Zaborowski) at no charge. If any additional changes need to be made they should be passed through him, and he can be reached at (973) 992-7800 extension 118.***

**Article XIV Conflict of Interest Policy**

**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.

**2. Definitions.**

*1. 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.

*2. Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the 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.

**3. Procedures.**

*1. 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.

*2. 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.

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

a. 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.

b. 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.

*4. Violations of the Conflict of Interest Policy.* 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.

a. 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.

**4. Records of Proceedings.**

1**.** The minutes of the governing board and all committees with board delegated powers shall contain: 1. 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; 2. the nature of the financial interest; 3. any action taken to determine whether a conflict of interest was present; and 4. the governing boards or committee’s decision as to whether a conflict of interest in fact existed.

2. 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.

**5. Compensation**.

1. 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.

2. 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.

3. 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.

**6. Annual Statements.**

1. 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.

**7. Periodic Reviews.**

1. 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.

**8. Use of Outside Experts**.

1. When conducting the periodic reviews as provided for in Section 6, 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 XV Limitation of Liability of Trustees and Officers**

1. No trustee or officer shall be personally liable to the corporation or its members for breach of any duty owed to the corporation or its members.

**Article XVII Indeminfication of Corporate Agents**

1. The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Section 15A: 3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

**Article XVII Limitation on Compensation for Trustees, Members and Officers**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campagin on behalf of or in opposition to any candidiate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities no permitted to be carried on a) by a corporation exempt from federal income tax under Section 503 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax cose, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Review Code of 1986, as amended, or corresponding section of any future federal tax code.

**Article XVIII Distribution of Income and Limitations of Financial Dealing**

1. Annual Distribution of Income

a. The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

1. Self Dealing

a. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

1. Excess Business Holdings

a. The Corporation will not retain any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

1. Taxable Investments

a. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

**Article XIX Method of Distribution of Assets on Dissolution**

1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article XVI Parliamentary Authority**

1. Roberts’ Rules of Order, revised, shall govern this organization in all cases to which they are applicable, and in which they are not in conflict with these by-laws, or with established procedures of the Executive Board.

**Article XVII Amendments of By-Laws**

1. These by-laws shall be reviewed every two (2) years by the Executive Board Members.
2. Revisions may be approved at any general meeting by the majority of members present when prior notice and a copy of the changes are given.

**Article XVIII Dissolution**

Upon the dissolution of this organization, the Executive Board shall, after payment of all liabilities, dispose of all assets of the Organization, exclusively for the students of Milltown School.