

BY-LAWS

PINE ISLAND ACADEMY PTO

ARTICLE I

NAME

The name of the organization is Pine Island Academy PTO (Parent Teacher Organization, "PTO" or the "Organization"). The PTO is located at Pine Island Academy, 805 Pine Island Road, St. Augustine, FL 32095. It is a local PTO unit.

ARTICLE II

PURPOSES

Section 1: Objectives. The objectives of this PTO are to enhance the educational experience at Pine Island Academy and to foster relationships among the school, parents and teachers by encouraging parent involvement through volunteerism, financial support, and participation in school events.

Section 2: Purposes. This PTO is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter "IRC"). This PTO is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of section 509(a)(2) of the IRC or corresponding section of any future Federal tax code.

ARTICLE III

MEMBERSHIP AND DUES

Section 1: Membership. Membership in this PTO shall be made available to any individual who has a student enrolled at Pine Island Academy ("PIA") or who is a PIA staff member or PIA volunteer cleared by St. Johns County, and who subscribes to the objectives and basic policies of the PTO.

Section 2: Eligibility to Vote. Only members in good standing of this PTO shall be eligible to vote. For clarification, each paid membership shall be entitled to cast one vote per household.

Section 3: Enrollment. The PTO shall conduct an annual enrollment of members, but eligible individuals may be admitted to membership at any time. Regardless of when the individual was admitted to membership, the membership enrollment term will end on June 30 the same time for all.

Section 4: Dues. Each member of the PTO shall pay annual dues to the PTO in an amount to be determined annually by the Executive Board. The Executive Board may offer various tiers of annual dues and may categorize members based upon which level of dues they choose to contribute.

Section 5. Member in Good Standing. If dues are charged, a member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights.

Section 7. Conflict of interest. The PTO organization, including officers and general members, shall not use their titles to endorse, promote or oppose a commercial concern or in connection with any partisan

interest or to endorse, promote or oppose any political candidate running for public office or for any purpose not appropriately related to promotion of the objectives of the PTO.

ARTICLE IV OFFICERS AND THEIR ELECTION

Section 1: Qualifications of Officers. Only members in good standing of this PTO may be elected to office.

Section 2: Officers and their election:

- A. **Officers.** The elected officers of the PTO shall consist of President, Vice-President of Upper School, Treasurer, Correspondence Secretary, and Recording Secretary. The Principal of Pine Island Academy and a Teacher Representative shall be non-voting members of the Executive Board.
- B. **Co-officers.** Any office may be held by two individuals sharing the duties of such office. Thereafter, if jointly held offices are desired by the Executive Board, it shall be presented to the PTO for a vote.
- C. **Additional Officers.** Any additional officers deemed necessary by the Executive Board at any point in the year shall be announced to the membership at any General PTO Meeting and candidates shall be presented for election by a majority vote in accordance with the election procedures set forth below.
- D. **Nominations.** There will be a nominating committee composed of at least two members, one chosen from the executive board and one from the general membership. The nominating committee shall advertise upcoming elections for the PTO Board, nominate eligible persons and report its nominees at the general meeting in March, with exception of a rezoning year, at which time additional nominations from the floor may be made.
- E. **Elections.** Election of these nominees shall be by ballot and take place at the General PTO Meeting held in April. If there is only one nominee for any office, election for that office may be by a show of hands. Only those persons who have signified their consent to serve if elected shall be nominated or elected to such office. Installation of new officers shall be completed at the General PTO Meeting in May. The outgoing and incoming executive board will work as one until the end of the school year. The Teacher Representative shall be appointed by the PIA Principal.
- F. **Term of Office.** The term of office shall be ONE year for all board members.
- G. **Appointments.** A person appointed by the president and approved by majority vote of the executive board members shall fill a vacancy occurring in any office for the unexpired term. If there is a vacancy in the office of president, the remaining PTO Board Members will vote to elect one of the Co-Vice Presidents to fill the vacancy.
- H. **Vacancies.** A vacancy shall be declared to exist in an executive office should its holder miss three (3) board meetings or General PTO Meetings without good reason or approved by the executive board or if his/her actions are found to be in breach of the PTO bylaws or local, state, or federal laws.
- I. **Removal from office.** Any elected executive board member who fails to perform his/her duties may be asked to resign. Should he/she refuse, he/she may be removed by a majority vote at the next board meeting.
- J. **Background Check.** Officers will have their background checked through the district's School Access Form before being elected. The President and Treasurer will submit to a background check and a

credit check for access to bank account funds. Elections are pending completion of background checks. The PTO will pay for the fees associated with the background check.

ARTICLE V DUTIES OF OFFICERS

Section 1: General Expectations of Officers. All officers shall:

- A. Come to meetings prepared and actively participate in discussions, planning, and decision making.
- B. Attend and help with PTO functions and events.
- C. Represent the school and its PTO in a positive and professional manner.
- D. Keep a digital folder in which they save all information related to the performance of their duties for delivery to their successor; and
- E. Deliver to their successors all official material, including any digital material not later than ten days following the end of their term of office.
- F. Oversee and guide their assigned committee chairs, initiatives, etc. and ensure that tasks are completed. Report to the board on the standing of all assigned committees and/or initiatives.
- G. Use PTO materials and supplies in a responsible manner and only for PTO purposes.
- H. Read, understand, and sign Appendix A (Conflict of Interest) of these bylaws.
- I. A vacancy shall be declared to exist in an executive office should its holder miss three (3) consecutive Executive Board meetings or General PTO Meetings without good cause. The Executive Board shall determine "good cause" in the exercise of its reasonable discretion. However, documentation from a doctor, urgent care, hospital or similar facility shall in all cases constitute good cause. An Executive Board decision that the absences lacked "good cause" is deemed conclusive if the Principal of Pine Island Academy agrees with such findings after giving the officer an opportunity to be heard.

Section 2: The President shall:

- A. Preside at all scheduled General PTO Meetings and Executive Board meetings;
- B. Recruit, place, and organize all chairpersons of standing and special committees
- C. Delegate appropriate duties to the elected officers.
- D. Exercise contract-signing authority for the Pine Island Academy PTO;
- E. Serve as the official representative of the PTO at meetings outside of the organization, authorized to act on behalf of the PTO;
- F. Be an ex officio member of committees except the Nominating Committee;
- G. Coordinate the work of the officers and committees of the PTO so the objectives for the year may be accomplished;
- H. Perform duties required to effectively plan for, operate, delegate, measure, develop, and achieve the goals and objectives of the PTO;
- I. Co-sign or initial all Pine Island Academy PTO checks with one of the Treasurers for checks above the amount of \$5,000.00.

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- J. Review and renew the Pine Island Academy PTO insurance policy annually.
- K. Meet with the Pine Island Academy Principal and serve as liaison between the PTO and school leaders;
- L. Lead the overall development and execution of fundraising strategies;
- M. Serve as board representative for sponsorship and fundraising event committees;
- N. Work in close partnership with Treasurer to report and reconcile all revenue generated through fundraising activities;
- O. Provide fundraising reports at all General PTO meetings and Executive Board meetings;
- P. Collaborate with school administration and Executive Board to plan fundraising events and dates;
- Q. Ensure all fundraising revenue is deposited in timely manner;

Section 3: The Vice President of Upper School shall:

- A. Assist the president
- B. Perform the duties of the president if the president, and co-president if applicable, is/are absent
- C. Oversee development and coordination of PTO activities focused on and associated with the Upper School
- D. Oversee and guide assigned committee chairs, initiatives, etc. and ensure that tasks are completed. Report to the board on the standing of all assigned committees and/or initiatives.

Section 4: The Corresponding Secretary shall:

- A. Create, coordinate and execute communication plan for members which can include, but is not limited to, methods such as broadcast emails, PTO newsletter, etc.
- B. Create, coordinate and execute communication plan for general school population which can include, but is not limited to, methods such as the school newsletter, school messenger system, school flyer distribution system, school marquee (if approved), local media, bulletin boards, social media, PTO webpage, etc.
- C. Oversee and guide all communication related chairs such as social media, webmaster, press parent, etc. to ensure the communication plan is executed.
- D. Read correspondence at executive board meetings and general association meetings as requested by the president.
- E. Tally all votes and ballots.

Section 5: The Recording Secretary shall:

- A. Record the minutes of all General PTO Meetings, distribute them to the other board members in a timely fashion for review, and approval by the President to post. Once approved, send meeting minutes to the webmaster for posting on the PTO site.
- B. Read or display the minutes of the preceding meeting at each General PTO Meeting;
- C. Keep records of Executive Board meetings, distribute to Executive board members, and make sure records are available upon the request of any Member;
- D. Act as custodian of PTO records, maintaining a permanent file of all minutes, agenda, reports, the charter, the by-laws and any correspondence;
- E. Conduct the correspondence of the PTO as requested; and

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- F. Perform such other duties as delegated to him/her by the President and/or the Executive Board.
- G. Prepare and issue ballots for all membership votes when applicable.

Section 6: The **Treasurer** shall:

- A. Lead the annual budget development process;
- B. Be responsible for the timely deposit of PTO funds;
- C. Be responsible for the maintenance of the books of accounts and records;
- D. Keep a full and accurate account of the receipts and expenditures;
- E. Make disbursements in accordance with the approved budget or financial expenditures;
- F. Make available a financial statement at all General PTO Meetings and at other times when requested by the Executive Board;
- G. File annual IRS return required for 501(c) (3) groups;
- H. Renew the PTO incorporation with the state
- I. Strictly adhere to the guidelines and protocols that govern the St Johns County school district with respect to all aspects of the handling of funds and audits;
- J. Follow any specific guidelines set forth in the Pine Island Academy PTO Standing Rules; and
- K. Perform such other duties as may be delegated to him/her.

- L. If co-treasurers are elected, responsibilities of section 7 will be split among co-treasurers as they deem fit.

- M. Work with a qualified accountant for an annual review of the books, per insurance compliance.

Section 7: The **Teacher Representative** shall:

- A. Represent the interest of the faculty in a non-voting capacity; and
- B. Perform such other duties as may be delegated to him/her.

Section 8: The **Past President** shall:

- A. Be an advisor to the president, addressing any questions, providing advice when asked, etc.; and
- B. Serve as a resource for the president.

ARTICLE VI BUDGET, EXPENDITURES & AUDITS

Section 1: Budget. The proposed school year budget will be drawn up in the spring prior to the end of the school year by the Executive Board and the Treasurer and shall be presented to the general membership for ratification at the April General PTO Meeting prior to the summer break.

Section 2: Check Signing. Check signing privileges shall be limited as follows: the signatures of the current term President and the Treasurer shall be kept on file at the bank as authorized signatories. With respect to any year with co-Presidents and/or Co-Treasurers, the signatures of the Co-Presidents and co-Treasurers shall be kept on file at the bank as authorized signatories. Two signatures shall be required on all PTO checks above the amount of \$5,000.00 – one from the President and one from the Treasurer.

Section 3: Petty Cash Disbursements. The President will have the authority to make purchasing decisions up to seventy-five dollars (\$75.00) for an item not included in the Budget up to one time per month without seeking approval of the Executive Board or the general membership. Such expenditures, along with supporting documentation or receipts, shall be reported to the Executive Board for informational purposes at the next Board meeting.

Section 4: Expenditures Outside of the Budget.

- A. New allocations of up to five thousand dollars (\$5000.00) can be approved by the Executive Board but must be presented at the next General PTO Meeting for informational purposes.
- B. Expenses outside the approved budget that exceed five thousand dollars (\$5000.00) must be presented to, and approved by, a majority of the members attending a General PTO Meeting. general membership for a second vote for approval. Differences in excess of 10% must be voted upon by the Executive Board, or by the general membership if such amount exceeds five thousand dollars (\$5000).

Section 5: Reserved Funds. At fiscal year end the Executive Board shall reserve 20% of the following year's budget as a minimum bank balance. If surplus funds exist beyond the 20% reserve, the surplus funds must be budgeted for and allocated in the first half of the following school year. It must be allocated to a one-time and not a recurring expense.

Section 6: Method of Checks and Balances.

- A. A shared file will be set up to provide access to the entire board for all monthly statements from any monetary accounts. Quarterly balance sheets and budget to actual comparisons will also be provided.
- B. End of event procedure.
 - 1. At the end of each event, two PTO members shall count cash independently and reconcile jointly, with at least one individual being a member of the Executive Board.
 - 2. A summary of budget to actual and net realization for each event will be provided to the board and the committee for that event. This will be used to build a future budget.
- C. By June 30 of each year, a summary of the year's activities in comparison to the budget will be provided to the Presidents for sign off.

**ARTICLE VII
GENERAL MEETINGS**

Section 1: General PTO Meetings. Regular meetings of the full membership ("General PTO Meetings") shall be held monthly during the school year.

- A. **Notice.** Dates and times of General PTO Meetings shall be determined by the Executive Board and announced at least seven days prior to the General PTO Meeting. Notice published in the Pine Island Academy Newsletter and on the PIA PTO website or other electronic medium viewable by the public shall constitute sufficient notice if such newsletter is distributed in sufficient time to satisfy the seven (7) day requirement. (hereinafter "**Notice**").

- B. **Quorum.** At General PTO Meetings, ten (10) members in addition to a minimum of four (4) of the Executive Board Members shall constitute a quorum.
- C. **Voting.** Each member in good standing present at a General PTO Meeting shall have one vote. Voting by proxy will not be permitted in lieu of in-person voting at General PTO Meeting, as it is important that each voting member be present, virtually or in-person, as determined by meeting format, to hear and consider all sides of the discussion and debate.
- D. **Schedule Changes.** The Executive Board has the authority to change or cancel a General PTO Meeting date and/or time as it deems necessary. If a meeting is rescheduled, seven days' advance notice must be given for the new meeting date and time. General PTO Meetings delayed by up to 20 minutes may proceed without the need to be rescheduled.
- E. **Minutes.** All minutes of General PTO Meetings will be read or available before the following General PTO Meeting. All minutes of any PTO meetings, including Executive Board meetings, shall be made available upon request. The General PTO Meeting minutes will be posted on the PTO website or other electronic medium viewable by the public upon approval for posting by the Executive Board.

Section 2: Special Meetings. Special Meetings of the PTO may be called by the President or by a majority of the Executive Board. Written Notice stating the purpose of the meeting shall be given no less than five (5) days in advance of the Special Meeting.

ARTICLE VIII EXECUTIVE BOARD

Section 1: Composition of the Executive Board. The Executive Board shall consist of the officers of the organization, the Teacher Representative, and the PIA Principal.

Section 2: Executive Board Meetings. The Executive Board shall meet at least three (3) times per year at a predetermined time and place, or as determined by the Executive Board. The Executive Board is authorized to coordinate scheduling via email, and each Executive Board Member shall agree to accept email notification as Notice.

Section 3: Special Board Meetings. Special Board Meetings may be called at any time by the President. Special Board Meetings may also be called at the written request of four Executive Board members or the PIA Principal. A quorum must be present to conduct business. Participation via conference call, video conferencing, or other technology that allows each officer to participate simultaneously in the meeting shall constitute an officer's presence at the Special Board Meeting for purposes of satisfying the quorum requirement and for voting purposes.

Section 4: Votes and Discussion via Email. All Executive Board Members will have the right to engage in a full discussion of Pine Island Academy issues that need to be resolved prior to a regularly scheduled meeting. Those items may be voted on outside of the regularly scheduled meetings. The secretary will document any email voting that happened via email as part of the old business at the next meeting. An effort should be made to contact all Board Members. Majority needed for approval.

Section 5: Quorum at Board Meetings. A majority of the members of the Executive Board shall constitute a quorum at Board Meetings.

Section 6: Procedure for Addressing Complaints. By September 1st of every school year, a committee will be formed by the Recording Secretary and Membership Chair. The committee will be composed of 5 randomly selected PIA PTO members. If a person within the PIA school community should bring a formalized complaint forward to the Executive Board, this committee and the following procedures will govern the engagement.

All formal complaints must be submitted via Formal Complaint Form located on www.piapto.org and turned into a current year board member. In order to be a formal complaint, the accusation must be of a legal, financial or ethical concern.

Section 7: Review and Discipline Committee. Shall consist of five (5) randomly selected PIA PTO members of the current school year, in good standing, who are willing to serve on a temporary committee to review and help resolve any complaints brought against the PIA PTO Board of Directors.

A committee member will only be asked to serve for a period of one (1) school year; all individuals who are currently serving on the review and discipline committee must also remain in good standing for the same time period and not be personally or professionally involved with any particular incident or complaint in any way.

If at any time a member of the Review and Discipline Committee wishes to remove him/herself from the Committee, s/he must do so in writing to the PIA PTO Board of Directors. Removal will commence immediately upon receipt of written notice.

If a member of the Review and Discipline Committee moves or is no longer zoned for PIA PTO, the assignment is terminated, and the seat will become vacant.

If a Review and Discipline Committee seat becomes vacant during the course of any given school year, another member will be randomly selected to serve in the place of the member who moved or terminated service for the remainder of the school year.

- A. **Duties of the Review and Discipline Committee** shall consist of:
 1. The review of any complaint brought against the PIA PTO Board of Directors in writing.
 2. Provide recommendations to the PIA PTO Board of Directors that offer a resolution that is amicable to all parties.
- B. **Review and Discipline Committee Process.**
 1. The Review and Discipline Committee will review any complaints made in writing within seven (7) days.
 2. Within twenty-one (21) days after written receipt of a complaint, the Review and Discipline Committee shall hold a hearing at a time and place designated by the Committee. At the hearing, the aggrieved party shall be entitled to present his/her/their reasons for the

complaint. Such complaints must be made in person. The part(ies) whose actions are the subject of the complaint will also have an opportunity for a rebuttal, in person.

3. After the hearing, the Review and Discipline Committee shall deliver a written decision within seven (7) days of the hearing to all parties. This decision shall be deemed as final.
4. The decision of the Review and Discipline Committee may be appealed within seven (7) days to the current Principal serving the current school year. The Principal will make the final decision on any appeal.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Organization in all cases to which they are applicable and in which they are not in conflict with these bylaws and any special rules of order the Organization may adopt.

ARTICLE X DISSOLUTION

This organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of the entire general membership. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of the 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.

ARTICLE XI REZONING

In the event of a rezoning year, elections and budget approval will be moved up one month to March to allow for more transition time. Board transitions will occur in April of the transition year.

In the event of rezoning due to a new school, a one-time monetary gift will be given to the start up of the new school PTO. The donation will be allocated based on the percentage of the student population leaving Pine Island Academy for the new school. Additional monetary allocations will be voted on by the general membership. Distribution of assets will be determined at the discretion of the school administration team and the current PTO board.

ARTICLE XII AMENDMENTS

Section 1: Amendments. These by-laws may be amended at any General PTO Meeting by a two-thirds (2/3) vote of the members present and voting, provided that the proposed amendments have been submitted in writing at the previous regular meeting and published on the PTO website or other electronic medium viewable by the general public, PTO social media site(s) and/or through the school

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messenger email system or newsletter prior to the meeting at which the amendments are to be adopted. The recording secretary will document the bylaw changes to the minutes and the president will ensure the bylaws are updated in a timely manner.

**APPENDIX A
CONFLICT OF INTEREST**

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 committee member with board-delegated powers 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:
 - 1. An ownership or investment in any entity with which the organization has a transaction or arrangement;
 - 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - 3. 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.
 - 4. 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 officers 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 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 Conflict of Interest.**
 - 1. 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.

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2. 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.
3. 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.
4. 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 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 the transaction or arrangement.

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

- A. 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.
- B. 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 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 received 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 persons

- A. Has read and understood the policy;
- B. Has agreed to comply with the policy; and
- C. 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.

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Section 7. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

I have read, understand, and agree to comply with the conflict of interest policies of the Pine Island Academy Parent-Teacher Organization as described in this amendment.

Signature of Officer or Committee Member with
governing board-delegated powers

Date