

ATHLOS ACADEMY OF UTAH BYLAWS

(Membership Ratification)

ARTICLE I: Name, Description & Purpose

Section 1. Name

The name of this association is the **Athlos Academy of Utah PTO**. It is commonly known and will be referred to in these bylaws as the “**Athlos PTO or PTO.**”

Section 2. Description

The PTO is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code.

Section 3. Purpose

- a. Develop a closer connection between school and home by encouraging parent involvement.
- b. Enhance the educational experience by supporting academic and enrichment activities.
- c. Improve the environment at our school by providing volunteer and financial support.

ARTICLE III: Basic Policies

Section 1. The program of this organization shall be educational and shall be implemented through committees, projects, and events.

Section 2. This organization shall be non-commercial, non-sectarian. No commercial enterprise shall be endorsed by it. Neither the name of the organization nor the names of its officers in their official capacities shall be used in any connection with a commercial concern or for any purpose other than the regular work of the organization.

Section 3. This organization shall not seek to direct the administrative activities of the school, or to control its policies.

- Section 4.** This organization may cooperate with other organizations and agencies active in child welfare, provided they make no financial nor manpower commitments, which bind their members.
- Section 5.** All funds shall be kept in a checking account in the name of Athlos Academy of Utah PTO, requiring two signatures of the Executive Board and held at a local financial institution.
- Section 6.** The organization shall leave a minimum of \$2,000.00 in the treasury at the end of each fiscal year.
- Section 7.** Reimbursement requests must be made within 45 days of the expenditure, otherwise the request will be denied.
- Section 8.** Contract signing authority is limited to the President or the President's designee and Vice-President.

ARTICLE IV: Membership and Dues

- Section 1.** Any parent, guardian, family or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher and /or staff employed at the school may be a member and have voting rights.
- Section 2.** Membership status in the PTO cannot entitle nor exclude any student of Athlos Academy from participating in Athlos PTO events/programs.
- Section 3.** PTO membership is not required to be a volunteer at PTO events/activities. In turn, volunteering for PTO events/activities does not qualify you as a PTO member, if no dues have been paid.
- Section 4.** Volunteer hours for Athlos Academy Utah and for the PTO are separate and PTO volunteer hours cannot be applied towards volunteer hours requested in the guidelines for Athlos Academy of Utah.
- Section 5.** The Executive Board shall set the annual dues, which are payable to the PTO, through the treasurer.

ARTICLE V: Officers and their Election

- Section 1.** The officers of this PTO shall abide by, promote, and represent the Purposes, mission, bylaws, policies, and procedures of Athlos PTO.
- Section 2.** Each officer or Board member of this PTO shall be a member of this PTO.
- Section 3.** All officers of this PTO shall be elected by the membership of this PTO.
- Section 4.** Officers (executive committee) and their election:
- a.** The officers of this PTO shall be a president, a president-elect, at least two (2) vice presidents, a secretary, and a treasurer. The president-elect shall automatically succeed to the office of president. The executive committee of this PTO shall include in the number of vice presidents the principal/director and a teacher who is currently teaching in the school in which this PTO is organized.
 - b.** Officers shall be elected by ballot at a general membership meeting in March. However, if there is but one nominee for any office(s), upon adoption of a motion from the floor, the election for that office (or those offices) may be by voice vote.
 - c.** Officers shall assume their official duties on **July 1** following their election, shall serve for a term of one (1) year, and shall remain in office until **June 30** of the next election year or thereafter until their successors are elected.
 - d.** An officer may serve a second consecutive term if nominated and elected by the general membership.
 - e.** A person, except the Principal/Director vice president, shall not be eligible to serve more than two (2) consecutive terms in the same office. (Anyone who has served more than one half of a term shall be credited with having served that term.)
 - f.** The outgoing President shall be invited to serve as an advisor to the Executive Board for one year in order to ensure continuity.

Section 5. Nominating Committee:

a. The nominating committee, which shall nominate an eligible person for each office for which elections are to be held, shall be elected by the membership of this PTO at a general membership meeting prior to January 31.

b. There shall be elected in January a nominating committee composed of five (5) (number, at least three (3) and always an uneven number) members, one of whom shall be elected by the executive committee from its body, and the remaining members of whom shall be elected by this PTO. The nominating committee shall elect its own chairman. All members of the nominating committee must be members of this PTO.

c. There shall also be elected by the membership of this PTO two (2) alternates to the nominating committee. An alternate may attend committee meetings only as the replacement of a committee member. If a member of the nominating committee is unable to attend a meeting, the first alternate may attend only that meeting as a voting member of the committee. If a member of the nominating committee fails to attend two (2) meetings of the committee, he will be permanently replaced by the first alternate. If a member of the nominating committee is selected for election to an office, that member will be replaced on the committee by the first alternate, continuing replacement by alternates as needed.

d. Recommendations for nominations may be made to the nominating committee by any member of this PTO prior to the first meeting of the nominating committee.

e. The president shall not serve on the nominating committee but shall orient the committee to its duties and procedures at its first meeting.

f. No meeting of the nominating committee shall be held with fewer than three (3) members in attendance.

g. A nominee for any office must be a member of this PTO for at least fourteen (14) days prior to the general membership meeting at which nominees are reported. The privilege of nomination and election to office in this PTO may be extended to individuals who are members of another PTO in good standing provided, upon election to office, they pay dues to this PTO.

h. The nominating committee shall nominate an eligible person for each office to be filled. If the president elect is unable to succeed to the office of president, the nominating committee shall nominate an eligible person for president and president-elect.

i. The nominating committee must report its nominees to the executive committee at least **five (5) days** prior to its report at the general membership meeting in February (*month(s), at least thirty (30) days prior to the election meeting*), at which time additional nominations may be made from the floor.

j. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to an office.

Section 6. The only additional nominations that may be made from the floor at the election meeting are those persons who have filed their intent to become nominees with the secretary of this PTO at least five (5) days prior to the election meeting. Their names must then be placed in nomination from the floor at the election meeting. Any such persons must be members of this PTO. No additional nominations may be made at the election meeting.

Section 7. Vacancies:

a. If an office except president-elect remains unfilled after the election, it shall be considered a vacant office to be filled by a person elected by a majority vote of the incoming executive committee, all members of the incoming executive committee having been notified. A vacancy in the office of president-elect shall be filled by the vote of the general membership at a special election meeting of this PTO.

b. If an officer or appointee fails to attend three (3) consecutive meetings without adequate excuse or to perform the duties of his office or position, the members of the executive committee shall meet and declare the office or position vacant.

c. All resignations must be made in writing to the president.

d. A vacancy occurring in the office of president shall be filled for the remainder of the unexpired term by the president-elect, who shall then cease to be president elect. A vacancy occurring in the office of president elect shall be filled by a vote of the general membership at a special election meeting called by the president, all members having been notified. A vacancy occurring in any other office shall be filled for the

remainder of the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, all members of the committee having been notified.

ARTICLE VI: Duties of Officers

Section 1. The president shall:

- a.** Preside at all meetings of this PTO, the Board of Directors, and the executive committee;
- b.** Be a member ex officio of all commissions and other committees but shall not serve on the nominating committee;
- c.** Appoint a parliamentary adviser, as appropriate, subject to the approval of the executive committee;
- d.** Appoint the chairmen of special committees;
- e.** Orient the nominating committee to its duties and procedures at its first meeting;
- f.** Coordinate the work of the officers, commissions, and committees of this PTO in order that the Purposes may be promoted;
- g.** Attend all School Board meetings or send another officer as the representative of this PTO and attend other meetings as invited; and
- h.** Perform such other duties as may be prescribed in these bylaws, prescribed by the parliamentary authority, or assigned to him by this PTO or by the executive committee.

Section 2. The president-elect shall:

- a.** Work under and in cooperation with the president and fulfill such other duties as assigned by the Board of Directors or the president;
- b.** As appropriate, as president-in-training, attend meetings with the president, including School Board meetings;
- c.** In the absence of the president or his inability to act, perform the duties and exercise the powers of the president;
- d.** Automatically succeed to the office of president at the end of his term

Section 3. The vice presidents shall:

- a. Act as aides to the president;
- b. Oversee the committee system of the PTO
- c. In their designated order as determined by the executive committee at its first meeting, perform the duties and exercise the powers of the president in his and the president-elect's absence or inability to act; and
- d. Perform such other duties as may be provided for in these bylaws, prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the executive committee.

Section 4. The secretary shall:

- a. Record the minutes of all meetings of this PTO, the Board of Directors, and the executive committee, including the motions and actions taken;
- b. Have and bring to all meetings a current copy of these bylaws;
- c. Maintain an accurate and current membership roster;
- d. Conduct correspondence; and
- e. Perform such other duties as may be provided for in these bylaws, prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the executive committee.

Section 5. The treasurer shall:

- a. Have custody of and be responsible for all funds of this PTO, counting all money with three (3) people present and depositing all money in the bank the same day received;
- b. Collect and keep a full and accurate account of receipts and expenditures of all moneys of this PTO;
- c. Develop, with the executive committee, an annual budget to be distributed to and approved by the membership of this PTO at the first general membership meeting (prior to October 1) of the school year;
- d. Make disbursements as authorized by the president, executive committee, or this PTO, in accordance with the budget adopted by this PTO;

- e. Co-sign all checks with the president, president-elect, or secretary (No two officers who are related by blood or by marriage or reside in the same household may be signers on the checking account.);
- f. Make a monthly remittance of membership dues to the Executive Committee
- g. Present a financial statement at every meeting of the executive committee, Board, and general membership of this PTO and at other times when requested by the executive committee;
- h. Make a financial report at the annual meeting in **April** and submit a full written financial report to the incoming executive committee no later than June 30;
- i. Be responsible for the maintenance of such books of account and records as conform to the requirements of these bylaws;
- j. Submit the books annually no later than June 30 and immediately upon the change of officer for a reconciliation by an auditor or an Annual Financial Reconciliation (AFR) committee; and
- k. Perform such other duties as may be provided for in these bylaws, prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the executive committee.

Section 6. The books of the treasurer shall be reconciled annually by an auditor or an AFR committee of not fewer than three (3) members, who, satisfied that the treasury accounts are correct, shall sign a statement of that fact.

- a. The auditor or AFR committee shall be appointed by the executive committee. Members of the AFR committee shall be members of PTO.
- b. The auditor or any member of the AFR committee shall not be any officer who may sign the checks or related to, by blood or by marriage, or reside in the same household with, any of the officers who may sign the checks of this PTO.
- c. No later than June 30 the books and records of the treasurer shall be closed (no additional expenses incurred, checks written, nor bank transactions made) and shall be given to the incoming officers. The incoming officers shall assume no financial responsibilities nor obligations until July 1.

d. The auditor or AFR committee shall submit its report to the incoming executive committee no later than August 1, and the report shall be presented for adoption at the first general membership meeting of the new school year.

e. The incoming executive committee shall not accept unreconciled financial records.

f. In the event of a vacancy in the office of treasurer, the books shall be reconciled before the new treasurer takes office.

Section 7. All officers shall:

a. Perform the duties prescribed in the parliamentary authority, in addition to those outlined in these bylaws and those assigned from time to time; and

b. In the case of resignation without delay, or upon the expiration of their term of office not later than **July 10**, deliver to their successors all official materials pertaining to their office.

ARTICLE VII: Executive Committee

Section 1. The executive committee shall consist of the elected officers of this PTO.

Section 2. The duties of the executive committee shall be to:

a. Plan and determine the dates of general membership meetings;

b. Meet monthly during the school year, or at the discretion of the President.

c. Transact necessary business in the interval between general meetings and such other business as may be referred to it by this PTO;

d. Determine at its first meeting the designated order in which the vice presidents perform the duties of the office of president in his and the president-elect's absence or inability to act;

e. Create commissions and special committees;

f. Approve the plans of work of the commissions and special committees;

h. Develop an annual budget to be distributed to and approved by this PTO at the first general membership meeting (prior to October 1) of the school year;

i. Approve routine bills within the limits of the budget;

j. Require all checks to have two (2) signatures;

i. Report at regular meetings of this PTO;

k. Fill vacancies in offices except president-elect; and

l. Select an auditor or an AFR committee to reconcile the treasurer's accounts.

Section 3. During the transition period between their election and **June 30**, the incoming officers shall meet as needed to coordinate with the outgoing officers, prepare for their term of office, formulate their tentative plans and proposed budget, schedule their calendar, coordinate with the principal, and, if applicable, select commissioners and committee chairmen. The incoming officers shall assume no financial responsibilities nor obligations until **July 1**.

Section 4. Regular meetings of the executive committee shall be held during the year, the time to be fixed by the committee at its first meeting of the school year. A majority of the executive committee shall constitute a quorum. Special meetings of the committee may be called by the president or by a majority of the members of the committee, all members of the committee having been notified.

ARTICLE VIII: General Membership Meetings

Section 1. At least three (3) general membership meetings of this PTO shall be held during the school year. Dates of meetings shall be determined by the executive committee and announced at the first general membership meeting of the school year. Additional notification must be given **fourteen (14)** days prior to each general membership meeting. **Five (5)** days' notice shall be given of a change of date.

Section 2. Special meetings of this PTO may be called by the president or by a majority of the executive committee, **seven (7)** days' notice having been given to the general membership.

Section 3. The nominating committee shall be elected at a general membership meeting prior to **January 31**.

- Section 4.** The nominating committee shall be elected at the general membership meeting in **January** (month(s), same as in Article V, Section 5b).
- Section 5.** The nominating committee shall report its nominees at the general membership meeting in **February/March** (month(s), same as in Article VI, Section 5i).
- Section 6.** The election meeting shall be held in **March/April** (month(s), same as in Article VI, Section 4b).
- Section 7.** The general membership meeting held in **May** (month(s), same as in Article VII, Section 5h) shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, commissions, and committees and conducting any other business that may arise.
- Section 8.** **Ten (10)** members shall constitute a quorum for the transaction of business in any general membership or special meeting of this PTO.

ARTICLE IX: Commissions, Board of Directors and Special Committees

- Section 1.** Only members of this PTO shall be eligible to serve in any elected or appointive positions. The term of each appointee shall be for one year, and he may be reappointed for another year.
- Section 2.** The executive committee shall create such commissions as may be deemed necessary to promote the Purposes and carry on the work of this PTO.
- Section 3.** **Standing Committees** the following committees shall be held by the organization:
- a. Fundraising
 - b. Hospitality
 - c. Membership
 - d. Communications
 - e. Arts and Enrichment
 - f. Family Events
 - g. Nominating
 - h. Auditing
- The term of each commissioner shall be one year or until the selection of his successor.
- Section 4.** The executive committee and the commissioners comprise the Board of Directors of this PTO. Regular meetings of the Board of Directors shall be

held during the year, the time to be fixed by the Board of Directors at its first meeting of the school year. Members of this PTO may attend, without the right of voice or vote, all meetings of the Board of Directors but may be granted permission to speak at these meetings provided they have contacted the presiding officer of the meeting and requested to be placed on the agenda. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the president or by a majority of the members of the Board, all members of the Board having been notified.

Section 5. The executive committee may create such special committees as it or this PTO may deem necessary to promote the Purposes and carry on the work of this PTO.

Section 6. In as much as a special committee is created for a specific purpose, it automatically goes out of existence when its work is done and its final report is received by the executive committee.

Section 7. Each commissioner and committee chairman shall present a plan of work to the executive committee for approval. No work shall be undertaken without the consent of the executive committee.

Section 8. A majority of any commission or committee shall constitute a quorum.

Section 9. The president shall be a member ex officio of all commissions and other committees but shall not serve on the nominating committee or election committee.

ARTICLE X: Fiscal Year

The fiscal year of this PTO shall begin on **July 1** and end the following **June 30**.

ARTICLE XI: Reading and Renewal of the Bylaws

These bylaws shall be reviewed by the executive committee at the beginning of each school year and shall every three (3) years be presented to the general membership and reaffirmed by a two-thirds vote of the members present and voting for renewal.

ARTICLE XII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this PTO in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XIII: Dissolution

Section 1. Procedure

- a. The organization, by majority vote in a general membership meeting, shall authorize the appointment of a committee to consider the reasons for disbanding and the necessary steps to be taken.
- b. Notice of intent to disband shall be given to all members, in writing, at least 30 days prior to the general membership meeting.
- c. The committee shall submit a report at the next general membership meeting.
- d. A quorum for the purpose of dissolution shall be 25% of the current year's total membership.
- e. A 2/3 vote of those in attendance is required for passage.

Section 2. Funds

The funds remaining in the treasury at the time of dissolution, after all outstanding debts have been reconciled, shall be submitted to the School Director. These funds shall be earmarked for use at Athlos Academy of Utah by the director.

ARTICLE XIV: 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 director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

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

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

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

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing boards 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 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:

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.

ARTICLE XV: Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, e-mail, or flyer. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

These bylaws were adopted on (MM/DD/YY)