

**Fairfield Woods Middle School  
PTSA Bylaws**

**Revised March, 2012**

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### **Article I—Name**

The name of this association is the Fairfield Woods Middle School Parent Teacher Student Association (FWMS PTSA), Inc., Fairfield, Connecticut. It is a local PTA/PTSA organized under the authority of Connecticut Congress of Parents and Teachers, a branch of National Congress of Parents and Teachers (National PTA).

### **# Article II—Purposes**

**Section 1.** The purposes of the PTA are:

- a. To promote the welfare of children and youth in home, school, community, and place of worship;
- b. To raise the standards of home life;
- c. To secure adequate laws for the care and protection of children and youth;
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth; and
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

**Section 2.** The purposes of the PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

**Section 3.** The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

### **# Article III—Basic Policies**

The following are basic policies of National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision- making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- c. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA.
- g. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

#### **# Article IV—Relationship with National PTA and Connecticut PTA**

**Section 1.** This local PTA shall be organized and chartered under the authority of the Connecticut PTA in the area in which this local PTA functions, in conformity with such rules and regulations, as the Connecticut PTA may in its bylaws prescribe. The Connecticut PTA shall issue to this local PTA an appropriate charter evidencing the due organization and good standing of this local PTA.

A local PTA in good standing is one that:

- a. Adheres to the purposes and basic policies of the PTA;
- b. Remits the national portion of the dues through the state PTA to reach the national office by dates designated by National PTA;
- c. Has bylaws approved according to the procedures of its state; and
- d. Meets other criteria as may be prescribed by the individual state PTA.

**Section 2.** This local PTA shall adopt such bylaws for the government of the organization as may be approved by the Connecticut PTA. Such bylaws shall not be in conflict with National PTA bylaws or the bylaws of Connecticut PTA.

**Section 3.** This PTA shall include in its bylaws provisions corresponding to the Connecticut PTA Bylaws as are identified herein by a number (#) sign.

**Section 4.** The adoption of an amendment to any provision of the Connecticut PTA Bylaws identified by a number sign shall serve automatically and without the requirement of further action by this council PTA to amend its corresponding bylaws. This council PTA shall promptly incorporate such amendments in its bylaws.

**Section 5.** Bylaws of this local PTA shall include an article on amendments.

**Section 6.** Bylaws of this local PTA shall include a provision establishing a quorum.

**Section 7.** Each officer or board member of this local PTA shall be a member of this local PTA.

**Section 8.** The bylaws of this local PTA shall prohibit voting by proxy.

#### **Article V—Membership and Dues**

**# Section 1.** Every individual who is a member of this local PTA is, by virtue of that fact, a member of the National PTA and of the Connecticut PTA by which this local PTA is chartered, and is entitled to all the benefits of such membership.

**# Section 2.** Each member of this local PTA shall pay annual dues. The amount of such annual dues shall be determined at the PTSA's annual meeting in June and shall include the portion payable to the Connecticut PTA and the portion payable to National PTA.

**# Section 3.** Membership in this PTA shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of the National PTA.

**Section 4.** All students will be considered honorary members of the FWMS PTSA. Any student may attend and contribute to a PTSA meeting, but only one (1) student will be designated a Board member with voting privileges as per Article VIII, section 3.

**Section 5.** The FWMS PTSA shall pay the annual dues of the student representative.

## **Article VI—Officers**

**Section 1.** The officers of this local PTA shall be a President, a President-elect, a Recording Secretary, a Corresponding Secretary and a Treasurer.

**Section 2.** Officers shall be elected no later than in the month of June.

**Section 3.** The vote shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

**Section 4.** The following provisions shall govern the eligibility of individuals to be officers of the FWMS PTSA.

- a. Each officer shall be a member of this local PTA.
- b. No officer may be eligible to serve more than four (4) consecutive terms in the same office.
- c. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

**Section 5.** Officers shall assume their official duties at the start of the new fiscal year and shall serve for a term of one (1) year or until their successors are elected.

**Section 6.** A vacancy occurring in the office of President shall be filled for the remainder of the unexpired term by the President-elect. A vacancy in any office other than President shall be filled by appointment of the Executive Board.

**Section 7.** There shall be a nominating committee composed of the Past President, one (1) liaison from each feeder school, and the Principal. The Past President shall serve as chair. The nominating committee shall form and begin their work at least three (3) months prior to the election of officers, as outlined in Article VI, Section 2.

- a. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees at the regular general membership meeting no later than in May, at which time additional nominations may be made from the floor.
- b. Only those individuals who are current members of this local PTA and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

## **Article VII—Duties of Officers**

**Section 1.** The President shall:

- a. Preside at all meetings of this local PTA;
- b. Serve as an ex officio member of all committees except the nominating committee;
- c. Coordinate the work of the officers and committees of this local PTSA in order that the purposes may be promoted;
- d. Have the authority to sign contracts for goods and services for approved expenditures and other such necessary documents.
- e. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the Executive Board.

**Section 2.** The President-elect shall:

- a. Act as aide to the President;
- b. Perform the duties of the President in the President's absence or inability to serve;
- c. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President or the Executive Board.

**Section 3.** The Recording Secretary shall:

- a. Record the minutes of all meetings of the FWMS PTSA;
- b. Be prepared to read the records of any previous meetings;
- c. File all records;
- d. Have a current copy of the bylaws;
- e. Maintain a membership list;
- f. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President or Executive Board.

**Section 4.** The Corresponding Secretary shall:

- a. Handle all correspondence of the FWMS PTSA;
- b. Notify the CT PTA office of names and addresses of newly elected officers.
- c. Notify PTSA members of general membership PTSA meetings.
- d. Notify Executive Board members of Executive Board meetings.
- e. Reserve rooms for all Executive Board and general PTSA meetings;
- f. Maintain an updated PTSA calendar and file calendar with PTA Council.
- g. Compile and distribute the weekly email Blast.
- h. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President or Executive Board.

**Section 5.** The Treasurer shall:

- a. Have custody of the funds of this local PTSA;
- b. Maintain a full account of the funds of this local PTSA;
- c. Make disbursements as authorized by the President, Executive Board, or this local PTA in accordance with the budget adopted by this local PTA;
- d. Obtain signature of the President on vouchers over \$200;
- e. Cause to be kept a full and accurate account of the receipts and disbursements in the books belonging to the FWMS PTSA;
- f. Provide a written financial statement to the Executive Board at each meeting;
- g. Chair the Budget Committee and oversee development of the annual budget. Present the budget to the Executive Board for approval and to the general membership for adoption at the last meeting of the year.
- h. Present an annual report of the financial condition of the association;
- i. Submit the books annually for an audit by an auditing committee comprised of the President and two members-at-large selected by the Executive Board within one month after the end of the fiscal year. Report the findings of the annual audit to the Executive Board;
- j. Ensure that a minimum sum of \$5000 be retained at the close of the fiscal year for the purpose of meeting any financial obligations during the following year which may be incurred prior to collection of dues and other income;
- k. Act as liaison to the Fundraising Committees.
- l. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president or the Executive Board.

**Article VIII—Executive Board:**

**Section 1.** The affairs of the FWMS PTSA shall be managed by the Executive Board in the intervals between FWMS PTSA general membership meetings.

**Section 2.** Each Board member shall be a member of this local PTSA.

**Section 3.** The members of the Board shall be:

- a. elected officers;

- b. A PTSA Past-President, (2) PTA Council Delegates, (2) Board of Education Delegates, (2) BOE Delegates, a teacher representative, a student representative and the Principal.
- c. The president may appoint a parliamentarian, subject to approval of the Executive Board.

**Section 4.** Duties of the Board shall be to:

- a. Carry out such business as may be referred to it by the membership of the association;
- b. Create and approve the work of special committees;
- c. Select an auditor or an auditing committee to audit the Treasurer's accounts;
- d. Review the annual budget prepared by the Budget Committee and submit the budget to the FWMS PTSA's general membership for adoption at its last meeting of the year.
- e. Approve payment of routine bills within the limits of the approved budget;

**Section 5.** If any member of the Executive Board shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board by resolution adopted by the Executive Board.

**Section 6.** Meetings of the Board shall be held with the date and time to be fixed by the board at its first meeting of the year.

**Section 7.** Special meetings of the Board may be called by the President or when requested by five (5) members upon seven (7) days written notice to each member of the Board.

**Section 8.** At all meetings of the Board, a majority of the members of the Board shall constitute a quorum for the transaction of business.

**Section 9.** Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the Board, they shall automatically cease to be a member of the Board and shall be relieved of all duties and responsibilities incident to such membership. All records, books, and other materials pertaining to the position shall be turned over to the President and all funds pertaining to the position shall be returned to the Treasurer within 14 days.

**Section 10:** Executive Board votes may be conducted by electronic mail. The same guidelines will be followed for making a motion and voting on that motion via e-mail as would be done at a regular meeting.

- a. The vote will be presided over by the President or President Elect.
- b. A call for a vote via e-mail may only be made by the President or President Elect.
- c. The President or President elect will make a motion, which will be distributed to all members of the Executive Board via e-mail using a return receipt function.
- d. After the motion is made, a second of that motion must then be made by a member of the Executive Board.
- e. When the second of the motion is received, discussion can take place via e-mail, copying all members of the Executive Board, for up to two (2) full business days.
- f. If an amendment is proposed, the amended motion must be seconded and upon receipt of the second, and following a two (2) day discussion period, a vote will be called for.
- g. If no amendments are proposed, the President or President-elect will call for a vote immediately following the two (2) day discussion period.
- h. In order to vote, individual Board members will respond in the positive or negative directly to the President or President-elect via e-mail. They will have two (2) full business days after conclusion of discussion to submit their vote. All Executive Board members should be copied on the individual votes submitted to the President or President Elect.

- i. At the end of two (2) full business days, the votes will be tallied, hard copied, and the result of the vote will be communicated to the Executive Board by e-mail. No votes will be accepted/counted after the close of the two-day voting period.
- j. The Secretary will record the results of the vote in the next meeting minutes.
- k. The quorum requirement of a majority of Executive Board members voting must be met when conducting an e-mail vote.

### **Article IX—Committees**

**Section 1.** Only members of this local PTA shall be eligible to serve in any elective or appointive positions.

**Section 2.** The standing committees of this local PTA shall be:

- a. Nominating committee: as outlined in Article VI, Section 7;
- b. Membership committee;
- c. Budget committee: comprised of the President, President-elect, incoming President-elect, Treasurer and incoming Treasurer. The Treasurer shall chair the committee. The committee shall meet after presentation of the slate of officers and before the June annual meeting to develop a proposed budget. The Treasurer shall present the budget to both the Executive Board and the general membership for approval at the last meeting of the year.
- d. Audit Committee; comprised of the President and two members-at-large selected by the Executive Board. The Treasurer will submit the books annually for an audit by the auditing committee within one month after the end of the fiscal year. The committee will report the findings of the annual audit to the Executive Board.

**Section 3.** The Executive Board may create such special committees, as it may deem necessary to promote the purposes of PTA and carry on the work of this local PTA.

**Section 4.** The term of office of a committee chair shall be one (1) year or until the selection of a successor.

**Section 5.** The chair of each committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

### **Article X—General Membership Meetings**

**Section 1.** Regular meetings of the FWMS PTSA shall be held on the 3<sup>rd</sup> Tuesday of each month, unless otherwise provided by this local PTSA or the Executive Board. Seven (7) days notice shall be given to the membership of any change of date.

**Section 2.** Special meetings of this local PTSA may be called by the President or by a majority of the Executive Board, seven (7) days notice having been given.

**Section 3.** The annual meeting shall be held in June.

**Section 4.** Members present shall constitute a quorum for the transaction of business in any meeting of this local PTSA.

### **Article XI—Council Membership**

**Section 1.** The FWMS PTSA shall be represented in meetings of the Fairfield PTA Council by the President, or appointed alternate, and by two (2) delegates or alternates.

- a. All representatives to the PTA Council must be members of this local PTSA.
- b. Delegates and their alternates shall be chosen by election in June.

**Section 2.** This local PTA shall pay annual dues to the Fairfield PTA Council as provided in the Fairfield PTA Council bylaws.

### **#Article XII—Connecticut PTA Convention**

**Section 1.** The voting power of the Convention shall be vested in the members of the Board of Directors, the local PTA Presidents or their alternates, the local PTA Vice Presidents or their alternates, and one delegate for every twenty-five members of each local PTA according to the books of the state Treasurer as of March 15 preceding the Convention. A local PTA having less than twenty-five members shall be entitled to send one delegate in addition to its President and Vice President.

- a. All representatives to the Connecticut PTA convention must be members of this local PTA.
- b. Delegates and their alternates shall be chosen by the Executive Board at least two (2) months before the Connecticut PTA Convention.

### **#Article XIII—Fiscal Year**

The fiscal year of the FWMS\_PTSA shall begin on July 1st and end on the following June 30th.

### **#Article XIV—Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the FWMS PTA in all cases in which they are applicable and in which they are not in conflict with National PTA Bylaws, the Connecticut PTA Bylaws, special rules of order or Articles of Incorporation.

### **Article XV—Amendments**

**Section 1.** These bylaws may be amended at any regular general membership meeting of the FWMS PTSA by a two-thirds vote of those present and voting, provided the amendments have been approved by the Executive Board and notice of proposed amendments has been provided to the membership thirty (30) days prior to the meeting.

**Section 2.** The Executive Board by a majority vote may authorize the Committee on Bylaws to submit a revised set of bylaws as a substitute for the existing bylaws.

**Section 3.** Submission of amendments or revised bylaws for approval by the Connecticut PTA shall be in accordance with the bylaws or regulations of the Connecticut PTA.

### **#Conflict of Interest Policy**

#### **Article I**

#### **Purpose**

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, (the "Organization), 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.



## **Article II** **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 any entity with which the Organization has a transaction or arrangement, or
- c. A proposal 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 Article III, Section 2, 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.

## **Article III** **Procedures**

- a. 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 considering the proposed transaction or arrangement.
- b. The remaining board or committee members shall decide if a conflict of interest exists.
- c. 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.
- d. An interested person may make a presentation at the governing board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.