

## BY-LAWS

### PALM VALLEY ACADEMY PARENT-TEACHER ORGANIZATION

#### ARTICLE I NAME

The name of the organization is Palm Valley Academy Parent-Teacher Organization (“PTO” or the “Organization”). The PTO is located at Palm Valley Academy, 700 Bobcat Lane, Ponte Vedra, FL 32081. It is a local PTO unit.

#### ARTICLE II PURPOSES

**Section 1: Objectives.** The objectives of this PTO are to enhance the educational experience at Palm Valley Academy and to develop a closer connection between school and home 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 Palm Valley Academy (“PVA”) or who is a PVA staff member or PVA 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 June 30 (at the end of fiscal year).

**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 officers and general members of the PTO 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, or those that are new and become a member, may be elected to office.

**Section 2: Officers and their election:**

- a. **Officers.** The elected officers of the PTO shall consist of President, President Elect, Vice-President of Upper School, Vice-President of Lower School, Treasurer, Correspondence Secretary, and Recording Secretary. The Past President, Principal of Palm Valley Academy and a Teacher Representative (optional role) 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, except for the President role. 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, 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 (optional) shall be appointed by the PVA Principal. (See IX Rezoning below for further details in the event a portion of the student population is rezoned.)
- f. **Term of Office.** The term of office shall be for two years for the President-Elect- they will serve as President-Elect in the first year and then automatically transition into the President role in the second year. The term of office shall be for two years for the Treasurer and one year for all other board positions. If Co-Treasurer positions exist, the terms for these roles will be staggered so that only one position would be up for re-election in any given year. The year begins from installation date through the end of the

following school year. All officers, within the exception of the Treasurer, shall assume their duties on the day of the final PTO meeting of the school year and shall serve until the final PTO meeting the following school year. The Treasurers term of office shall run from July 1 until June 30th of each school year in concurrence with the PTO's fiscal year as filed with the Internal Revenue Service. The Treasurer shall assume his/her duties with properly audited books as set forth in Article VI of these by-laws.

- 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 President Elect will fill this role. In the event there is not a President Elect, 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 members 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 Executive board meeting.

## 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 binder or electronic filing system in which they save all information related to the performance of their duties for delivery to their successor.
- e. Deliver to their successors all official material, including the binder, 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.

### 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 Palm Valley 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 Palm Valley Academy PTO checks with treasurer.
- j. Review and renew the Palm Valley Academy PTO insurance policy annually.
- k. Meet with the Palm Valley Academy Principal and serve as liaison between the PTO and school leaders.
- l. If co-presidents are elected, responsibilities of section 2 will be split among co-presidents as they deem fit.

**Section 3: The President Elect shall:**

- a. Assist the president.
- b. Perform the duties of the president if the president, and co-president if applicable, is/are absent.
- c. Perform such other duties as may be delegated to him/her.

**Section 4: 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 5: The Vice President of Lower School shall:**

- a. Assist the president
- b. Oversee development and coordination of PTO activities focused on and associated with the Lower School.
- c. 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 6: 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. Tally all votes and ballots.

**Section 7:** 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 to post. Once approved, send meeting minutes to 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 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.
- f. Perform such other duties as may be delegated to him/her by the President and/or the Executive Board.
- g. Prepare and issue ballots for all membership votes when applicable.

**Section 8:** 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 Palm Valley Academy PTO Standing Rules.
- k. Perform such other duties as may be delegated to him/her.

**Section 9:** The **Teacher Representative** shall:

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

**Section 10:** The **Past President** shall:

- a. Be an advisor to the president, addressing any questions, providing advice when asked, etc.
- b. Serve as a resource for maneuvering through the first year 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 last General PTO Meetings 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 – 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 one thousand dollars (\$1000.00) 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 one thousand dollars (\$1000.00) must be presented to, and approved by, a majority of the members attending a General PTO Meeting.
- c. Allocations for approved expenditures may be exceeded by 10% without going back to the 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 one thousand dollars (\$1000).

**Section 5: Reserved Funds.** At fiscal year end the Executive Board shall reserve twenty-five hundred dollars (\$2,500) as a minimum bank balance, plus additional expenses expected to be distributed in the first three months of the following school year.

**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. Monthly or quarterly balance sheets and budget to actual comparisons will also be provided.
- b. At the end of each event, 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 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 Palm Valley Academy Newsletter and on the PVA 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 50% 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 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 displayed at 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 Past President, the Teacher Representative, and the PVA 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. At regular Board Meetings, proxy voting, teleconferencing, video conferencing and other forms of telecommunication shall not be permitted unless two-thirds of the attending officers approve an exception.

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

**Section 5: Procedure for Addressing Complaints.** If a person within the PVA school community should bring a formalized complaint forward to the Executive Board, the following committee and procedures will govern the engagement.

- 1) **Review and Discipline Committee.** Shall consist of five (5) randomly selected PVA 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 PVA PTO Board of Directors. The Executive Board will randomly select a neutral party to form the review and discipline committee.
  - a) 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.
  - b) 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 PVA PTO Board of Directors. Removal will commence immediately upon receipt of written notice.
  - c) If a member of the Review and Discipline Committee moves or is no longer zoned for PVA PTO, the assignment is terminated, and the seat will become vacant.
  - d) 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.
- 2) **Duties of the Review and Discipline Committee** shall consist of:
  - a) The review of any complaint brought against the PVA PTO Board of Directors in writing.
  - b) Provide recommendations to the PVA PTO Board of Directors that offer a resolution that is amicable to all parties.
- 3) **Review and Discipline Committee Process.**
  - a) The Review and Discipline Committee will review any complaints made in writing within seven (7) days.
  - b) 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 complaint 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.



- c) 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.
- d) 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 RE-ZONING**

If a portion of the Palm Valley Academy student population is planned for rezoning in the following year:

- a. The election process will begin one month earlier than stated above, with elections being held in March. The new board members will take over in April, after the General PTO meeting.

## **ARTICLE X 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 XI 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 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 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:
  - a) An ownership or investment 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.
- c. 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.**
  - a. 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.
  - b. 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.
  - c. 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.
  - d. 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 person

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understood the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 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 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 Palm Valley Academy Parent-Teacher Organization as described in this amendment.*

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

\_\_\_\_\_  
Date