



# STEM PTO

## ByLaws

07/29/2019

### **Article I: Name**

The name of this organization is STEM School Highlands Ranch Parent Teacher Organization (henceforth called STEM School Highlands Ranch PTO or STEM PTO), a non-profit chapter of the Foundation for Douglas County Schools (The Foundation). The address shall be 8773 S. Ridgeline Blvd, Highlands Ranch, CO 80129. This organization is a non-profit organization that exists to enhance the quality of STEM School Highlands Ranch students' education and community.

### **Article II: Mission, Purpose & General Membership**

**Section 1. Mission.** *“Enhance the overall experience for students, staff and families at STEM School Highlands Ranch.”* Our mission ensures STEM PTO works in partnership with STEM School Highlands Ranch to foster a strong sense of community, provide enhancement activities for students, faculty, staff and families and help increase the educational, social and emotional experience for the members and their families.

**Section 2. Purpose.** STEM PTO is organized for the purpose of enhancing the quality of students' education, school and community through development of resources and participation of parents, school staff, and community.

#### **Objectives of the Board**

- The STEM PTO Executive Board's goal for fundraising is to organize and support fundraising and enhancement activities that enhance the quality of STEM School Highlands Ranch, its student's education and environment, and the community.
- To promote effective communication between parents/guardians, school staff, and the community.
- To assist in the administrative activities of the school and support its policies and goals.
- To organize and support fundraising and enhancement activities.
- To serve in an advisory capacity to the STEM School Board of Directors, or at the request of other groups.

**Section 3. Membership.** Any parent and/or guardian with a student enrolled or teacher, faculty, or staff employed at STEM School Highlands Ranch shall automatically be granted membership into the STEM PTO. No membership fee shall be collected.

### **Article III: STEM PTO Executive Board**

**Section 1. Membership.** The STEM PTO Executive Board shall consist of the officers listed in Article IV, Section 1. Each STEM PTO Executive Board officer has one (1) vote, even if the position allows for two (2) officers.

**Section 2. Duties.** The duties of the STEM PTO Executive Board shall be to transact business between meetings in preparation for general and special meetings, create standing policies and procedures, create standing and ad-hoc committees, prepare and submit a budget, approve routine bills, prepare reports and recommendations to the membership.

**Section 3. Contracts.** Two (2) officers of the STEM PTO Executive Board shall sign all contracts and expense reimbursements in accordance with current Financial Policies. Contracts signed by committees for events are to be approved by the STEM PTO Vice-President(s) prior to any written or verbal agreements or contracts.

**Section 4. General Meetings.** The STEM PTO Executive Board shall schedule one (1) general meeting per-month during the school year. A general meeting can be scheduled outside of the school year.

**Section 5. Special Meetings.** Any two (2) officers of the STEM PTO Executive Board may call special meetings. Notice and the agenda of the special meeting shall be sent to the Executive Board officers at least five (5) days prior to the meeting. Any supporting documentation or drafts that shall be presented must be submitted to the Executive Board by at least three (3) days prior to the meeting. A copy shall be retained and filed by the Secretary.

**Section 6. Quorum.** To have a quorum a majority of the STEM PTO Executive Board officers must be present. A proxy vote may be given to any Board Officer to another Board Officer in a physical meeting with written notice given to the Secretary for the record and submitted with the meeting minutes.

**Section 7. Voting** A vote may be presented by a STEM PTO Executive Board officer at a meeting or electronically.

- a. Votes shall be recorded by the Secretary and published in the monthly meeting minutes.
- b. A vote must be motioned and seconded by STEM PTO Executive Board officers (electronic votes must be seconded by two (2) Executive Board officers).
- c. Electronic votes must be in a trackable format, such as, but not limited to, email or Google Forms.

- d. An Executive Voting Privilege for Presidents must have approval by a majority vote of the STEM PTO Executive Board and must follow the parameters set by the STEM PTO policies and procedures.

#### **Article IV: Officers and Elections**

**Section 1. Officers.** The officers (also known as the Executive Board) shall be President, Vice President, Treasurer, Secretary, Communications Officer, Member at Large and Staff Liaison. Some officer roles may be shared, allowing more than one (1) individual to serve in the role (see specific roles below) but elected in opposite election cycles (see Article IV, Section 2).

- a. **President(s):** The President shall preside over meetings of the organization, serve as the primary liaison for the Executive Director and STEM School Highlands Ranch Board of Directors, serve as spokesperson for the PTO outside the organization, serve as an ex-officio member of all committees, shall serve as Chairs of the Audit and Accountability Committee, and oversee the efforts of its officers and organization. This position consists of two (2) board officers who shall share these duties.
- b. **Vice-President(s):** The Vice President shall coordinate fundraising and events. Vice-Presidents shall serve as Chairs on the Fundraising and Events Committees. This position shall be a parent or guardian who is not employed by the school. This position consists of three (3) board officers who shall share these duties. Each of the 3 positions shall represent each school level (Elementary, Middle School and High School)
- c. **Treasurer(s):** The Treasurer shall oversee all funds of the organization in accordance with The Foundation procedures. The Treasurers shall serve as Chairs of the Finance and Grants Committees. This position shall be a parent or guardian who is not employed by the school. This position consists of two (2) board officers who shall share these duties.
- d. **Secretary:** The Secretary shall keep and maintain records and supporting documentation of the organization, meeting agendas and minutes. This position shall serve as Chair of the Nomination Committee. This position consists of two (2) board officers who shall share these duties.
- e. **Communications Officer:** The Communications Officer shall oversee all STEM PTO communications and marketing. The Communications Officer shall serve as Chair on the Communications Committee. This position consists of two (2) board officers who shall share these duties.
- f. **Member At Large Officer(s):** The Member At Large Officer shall oversee all hospitality needs, volunteer and staff appreciation as well as serve as a liaison between volunteers, parents, and staff/teachers. The Member At Large Officer shall serve as the Chair of the Hospitality Committee. This position consists of three (3) board officers who shall share these duties. Each of the 3 positions shall represent each school level (Elementary, Middle School and High School)

- g. **Staff Liaison:** The Staff Liaison shall be the Executive Director of STEM School Highlands Ranch. The Executive Director may give their vote via proxy to anyone employed at STEM School Highlands Ranch at any meeting/voting session on their behalf. The Staff Liaison shall chair the Teacher/Staff Committee.
- h. **SAC Liaison:** One officer on the STEM PTO Executive Board shall serve one (1) year as a voting member of the School Accountability Committee, also known as SAC. This position shall be elected by a majority vote from the STEM PTO Executive Board to serve. This position shall be a parent or guardian who is not employed by the school. If all officers are ineligible to serve, the STEM PTO Executive Board can elect a parent/guardian to serve for the one (1) year term.

**Section 2. Nominations and Elections.** STEM PTO shall have both a Spring and Fall Election Cycle for all officer positions (see Article IV: Section 1) except Staff Liaison.

- a. **Nomination Process:**
  - i. The Nomination Committee shall post open positions through the STEM PTO communications channels two (2) months prior to vote.
  - ii. The Nomination Committee shall submit the final candidates to the Executive Board seven (7) days prior to election.
  - iii. Executive Board officers, with the exception of Staff Liaison, shall vote on final candidates. In the event the votes are tied, Staff Liaison shall vote to end the tie.
- b. **Election Cycle:**
  - i. **Spring Election Cycle:** Spring STEM PTO nominations shall occur at the regularly scheduled monthly February meeting. Spring elections and appointments shall occur at the March monthly meeting and Officer transitions shall occur in April. Officers elected/appointed in March shall serve from April 1<sup>st</sup> through March 30<sup>th</sup> of the following year in which the vote is held. The Member at Large Board Position for Elementary and Middle School and Vice President Board position for High School shall serve during this cycle.
  - ii. **Fall Election Cycle:** Fall STEM PTO nominations shall occur at the regularly scheduled monthly August meeting. Fall elections and appointments shall occur at the September monthly meeting and Officer transitions shall occur in October. Officers elected/appointed in September shall serve from October 1<sup>st</sup> through September 30<sup>th</sup> of the following the year in which the vote is held. The Member at Large Board Position for High School and Vice President Board position for Elementary and Middle School shall serve during this cycle.

**Section 3: Eligibility.**

- a. **Board Officer:** To be eligible to serve as STEM PTO Executive Board officer, a candidate must have attended one (1) regular monthly meeting in the past year, must be either employed at the school or a parent/guardian of a currently enrolled student. If a student or employee leaves the school, they

shall step down from their position. If there are no eligible candidates, the STEM PTO Executive Board can nominate and vote on a candidate through the Nomination process (Article IV: Section 2a iii).

- b. President:** To be eligible to serve as President, a candidate must have held a STEM PTO Executive Board position for at least one (1) year within the past three (3) years. This position shall be a parent or guardian who is not employed by the school. If there are no eligible candidates, the STEM PTO Executive Board can nominate and vote on a candidate through the Nomination process (Article IV: Section 2a iii).

**Section 4. Terms of Office.** Officer positions are elected for one (1) year. Upon serving two (2) consecutive years in a position, an officer must step down from that position for a term of at least one (1) year. If no candidate for the position is available, an officer may serve additional terms or return before one (1) year, with the unanimous vote from the Executive Board. Each person shall hold only one (1) office at a time.

**Section 5. Vacancies.** If there is a vacancy in the office of President, the Vice President shall become the interim President. If there is a vacancy in any other office, a candidate can be nominated and approved with an election at the next regular meeting or if necessary, via electronic vote.

**Section 6. Removal from Office.** An officer can be removed from office with cause by a majority vote at a regular meeting where previous notice has been given at least five (5) days prior. Additionally, committee members may be removed with cause by the Chair of the committee and/or a majority vote of the STEM PTO Executive Board, at any time.

#### **Article V: Committees**

**Section 1. Committees.** The STEM PTO Executive Board shall have the following standing committees: Nomination (Secretary shall chair), Audit and Accountability (Presidents shall chair), Events (Vice President(s) shall chair), Fundraising (Vice President(s) shall chair), Communications (Communications shall chair), Finance (Treasurer(s) shall chair), Grants (Treasurer(s) shall chair), Hospitality Committee (Member At Large(s) shall chair) and Teacher/Staff Committee (Staff Liaison shall chair). Additional ad-hoc committees can be created as deemed necessary and must be either enhancement (non-income producing) or fundraising (income producing) related.

**Section 2. Leadership.** All STEM PTO committees shall have a chairperson.

**Section 3. Membership.** All STEM parents, staff, and community members are eligible for committee membership. Any Executive Board officer can serve on any standing or ad-hoc committees.

**Section 4. Action Items.** Committee motions for STEM PTO action must follow the same voting procedure stated in Article III Section 7.

#### **Article VI: Finances & Policies**

## **Section 1. Finances.**

- a. Fiscal Year and Statements.** The fiscal year shall coordinate with STEM School Highlands Ranch fiscal year. A current financial statement shall be posted through STEM PTO communication channels. The financial statement shall be updated at least annually.
- b.** A draft budget for the next fiscal year shall be approved by the STEM PTO Executive Board prior to the BOD meeting before the final day of the current fiscal year. Adjustments to the annual budget shall require a vote of the STEM PTO Executive Board.
- c. Authorized Signatory.** An Authorized Signatory, as defined by the Foundation for Douglas County Schools, shall receive all funds and deposits on behalf of the organization. There must be at least two (2) Authorized Signatories of a STEM PTO Executive Board on the account at The Foundation. Treasurers shall be Authorized Signatories and additional Authorized Signatories shall be determined according to our Financial Policy. STEM PTO shall follow the Foundation for Douglas County Schools unless stated otherwise in our Financial Policies. The Executive Director of STEM School Highlands Ranch cannot be an Authorized Signatory. A STEM PTO Executive Board officer may not approve his or her own expenses.
- d. Bank.** The Foundation manages bank accounts and issues all disbursements, as approved by the STEM PTO. STEM PTO shall maintain a minimum bank account balance of \$2,000 at the end of each fiscal year or according to the current Financial Policies, whichever amount is greater.
- e. Grant.** Grant Funds shall be distributed to STEM School Highlands Ranch during the STEM PTO Executive Board Granting Cycles in accordance with current Financial Policies.

**Section 8: Policy and Procedures.** STEM PTO Executive Board Officers and Committees shall maintain Policies and Procedures, and shall be reviewed at least every three (3) years. Any changes to Policies and Procedures shall require a vote of the STEM PTO Executive Board. Policies and Procedures shall be posted on the STEM PTO communication channels.

## **Article VII: Procurement**

The STEM PTO shall follow accounting policies and procedures that comply with generally accepted accounting principles (GAAP). The procurement of any and all goods and services by the STEM PTO Executive Board shall be in the best interest of the STEM PTO. With the exception of sole source vendors and The Foundation-approved vendors, a minimum of three (3) bids shall be solicited. Bids shall be awarded and approved by majority vote of the STEM PTO Executive Board or by Executive Voting Privilege. Executive Board officers shall sign vendor contracts in accordance with current Financial Policies after approval.

## **Article VIII: Parliamentary Authority**

Absent the guidance under these bylaws, Robert's Rules of Order shall govern all scheduled and executive session meetings when they are not in conflict with STEM PTO and the Foundation for Douglas County Schools' bylaws.

## **Article IX: Meeting Minutes And Agenda**

**Section 1.** The Secretary shall submit the meeting agenda to the STEM PTO Executive Board three (3) days prior to any meeting.

**Section 2.** The Secretary shall record and submit all minutes to the STEM PTO Executive Board for approval. If minutes are not approved, the secretary shall ratify the minutes to be voted at the next monthly meeting until they are approved. Upon approval, STEM PTO Secretary shall post the monthly meeting minutes to STEM PTO communications channels and provide them to The Foundation.

## **Article X: Dissolution:**

**Section 1.** The organization may be dissolved with previous notice (15 business days), a majority vote of the STEM PTO Executive Board, and the approval of the STEM School Highlands Ranch Executive Director.

**Section 2.** In the event of dissolution, the assets of the organization, after payment of all outstanding debts, shall be donated to STEM School Highlands Ranch for the purchase of instructional materials.

## **Article XI: Amendments**

**Section 1.** The STEM PTO Executive Board and the STEM School Highland Ranch Board of Directors must review the STEM PTO Bylaws every three (3) academic years.

**Section 2.** These bylaws may be amended once a school year through the following procedure and with a majority vote of the casted votes by the members (Article II. Section 3).

- a. The STEM PTO Executive Board shall create an ad-hoc Bylaw Committee to review and propose changes to the bylaws.
- b. The draft bylaws must be given to the STEM PTO Executive Board with a fifteen (15) day notice of any regular monthly meeting. A majority of the officers must approve the changes.
- c. The final approved bylaws then must be presented to all members and a vote held through the STEM PTO communication channels.
  - i. A vote shall be held for thirty (30) days. The vote can be implemented with one or all of the following ways: in person, online, through physical ballots, or through an additional avenue deemed by the officers.
  - ii. Each member is given one (1) vote.
  - iii. Approval of the new bylaws shall be accepted by a majority of casted votes.
- d. The new bylaws shall be submitted to the Foundation for Douglas County Schools and the Secretary shall retain a copy. Bylaws shall be posted through the STEM PTO communication channels.

## **Article XII: Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the tax-exempt interest of the STEM PTO when entering into transactions or agreements that may provide benefit to the private interest of a STEM PTO Executive Board officers, or which might result in a possible excess benefit transaction.

### **Section 2. Definition.**

- a. **Interested Person.** Any director, principal officer, or member of a committee with STEM PTO Executive 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, an ownership or financial interest in any entity with which the organization has a transaction or arrangement.

### **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 members of committees with STEM PTO Executive Board-delegated powers who are considering the proposed transaction or arrangement prior to the vote.
- b. **Determining if a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall recuse himself or herself during discussion. The remaining officers or committee members shall decide whether or not a conflict of interest exists by a formal vote.
- c. **Procedures for Addressing the Conflict of Interest.**
  - i. The STEM PTO Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - ii. After exercising due diligence, the STEM PTO Executive Board or committee shall determine whether or not 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.
  - iii. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the STEM PTO Executive Board or committee shall determine by a majority vote of the disinterested parties whether the transaction or arrangement is in the organization's best interest, and whether it is fair and reasonable. In conformity with the above determination, the STEM PTO Executive Board shall make its decision as to whether or not to enter in the transaction or arrangement.
- d. **Violations of the Conflict of Interest Policy.**
  - i. If the STEM PTO Executive 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 STEM PTO Executive Board or committee shall determine if the member has failed to disclose an actual or possible conflict of interest and shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the STEM PTO Executive 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 STEM PTO Executive Board or committee's decisions as to whether or not 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 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.

**Article XIII: Name Change.**

STEM School Highlands Ranch PTO (STEM PTO) is formerly the STEM Education Partnership (also known as STEP). The name officially changes in Fall 2019. Any charitable contributions, income, liability, or expenses with the name STEM Education Partnership shall be assumed by STEM School Highlands Ranch PTO (STEM PTO).