




Riverwatch Middle School PTSO

610 James Burgess Road
Suwanee, GA 30024
Forsyth County
Bylaws

These Bylaws were approved by a majority vote of the RMS PTSO General membership on 8/15/19.

President Signature: 

Article I – Name, Description & Purpose

Section 1: Name – The name of the organization shall be Riverwatch Middle School Parent Teacher Student Organization (RMS PTSO). The RMS PTSO is located at 610 James Burgess Road, Suwanee, Georgia 30024.

Section 2: Description - The RMS PTSO is a non-profit organization which exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify organizations under section 501 (c)(3) of the Internal Revenue Code.

Section 3: Purpose - The purpose of the RMS PTSO is to enhance and support the educational experience at the Riverwatch Middle School working to:

- 1) strengthen the relationship between home and school;
- 2) promote and encourage communication among families, parents, teachers, and administration;
- 3) serve as a source of support for the school with volunteer and financial assistance; and
- 4) foster goodwill and support for the school in the community at-large.

The objectives of the RMS PTSO shall be promoted through programs directed toward parents, students, teachers, staff, and the general public; developed through committees, projects and programs; and governed and qualified by the basic policies set forth in the articles below.

Article II - PTSO Membership

Section 1: Any school staff or faculty member and any parent, guardian or other adult standing in loco parentis for a student actively enrolled at the school may upon payment of annual dues become a member of the RMS PTSO. Membership shall be available without regard to race, creed, religion or national origin.

Section 2: The RMS PTSO shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 3: The amount of the annual dues of the RMS PTSO shall be established by the Executive Board and shall be reviewed annually. Dues will be assessed per family or per staff member. See Standing Rules of the RMS PTSO.

Section 4: Only members in good standing of current dues of the RMS PTSO shall be eligible to participate in its business meetings, have voting rights, or serve in any of its elected or appointed positions.

Section 5: All members are governed by the Bylaws and Standing Rules of the RMS PTSO.

Article III – Executive Board

Section 1: Membership - The Executive Board shall consist of the Officers and the Principal. The School Principal, or his/her designee, is a voting member of the Executive Board.

Section 2: Officers - The organization shall function under the general guidance and direction of the Executive Board. The Executive Boards consists of the following positions:

a. President – Preside at General PTSO meetings and Executive Board meetings, serve as the official representative of the PTSO and retain all official records. Serve as the primary contact for the Principal. Work with the Secretary to prepare the agenda for meetings of the organization and executive board. Confirm that a quorum is present before conducting any business at any meeting or the organization. Appoint the Parliamentarian (if applicable) and chairpersons of committees, subject to the approval of the executive board. Appoint an auditor for the previous year’s treasurer’s book. Be authorized to sign on bank accounts, but not on a check made out to him/her. The president will sign and ensure the execution of all contracts, agreements, or other obligations in the name of the PTSO as authorized by the Executive Board. Coordinate the work of all the officers and committees in order that the purpose of the organization be served. Maintain a position of impartiality and therefore shall not vote on any question except in the case of a ballot vote or if there is a tie. Work with Treasurer to prepare budget. Perform such other duties as may be provided for by these bylaws and Standing Rules prescribed by the parliamentary authority, or directed or assigned by the organization.

b. Vice President (s) – Oversee the committee system of the PTSO by attending chair meetings and assisting the chairperson. Represent those committee chairs to the Executive Board and communicate relevant information from the Executive Board to the committee chairs as needed. Perform such other duties as may be provided for by these bylaws and Standing Rules prescribed by the parliamentary authority, or directed by the President or the Executive Board.

c. Treasurer –The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. The Treasurer will make disbursements as authorized by the President of RMS PTSO in accordance with the budget adopted by this local PTSO. The Treasurer will perform such other duties as may be provided for by these bylaws and Standing Rules prescribed by the parliamentary authority, or directed by the President or the Executive Board.

d. Secretary – The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle the correspondence and send notices of meetings to the membership. The

Secretary also keeps a copy of the minutes, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. The Secretary must distribute the minutes within three business days of General or Board meeting to the Executive Board. The Secretary will perform such other duties as may be provided for by these bylaws and Standing Rules, prescribed by the parliamentary authority, or directed by the President or the Executive Board.

e. Parliamentarian (if desired by the current board and appointed by the president) - The Parliamentarian shall have an understanding of parliamentary procedure according to Robert's Rules of Order, Newly Revised, and ensure all meetings are conducted in this manner. Advise the presiding officer on parliamentary procedure; rule on correct parliamentary procedure, when called upon, using Robert's Rules of Order as a guide. Ensure that Executive Board Meetings follow the agreed upon agenda. Serve as Chair of the Committee on Revision of Bylaws, review the Bylaws annually and suggest revisions to the Executive Board. Make updates to the Bylaws and Standing Rules as approved by the general membership. Serve as Chair of the Nominations Committee. Vote only when the vote is by ballot.

Section 3: Duties – The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 4: Term of Office - The term of office for all officers is one (1) year and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time. The officers shall assume their official duties following the close of the school year with the exception of the treasurer whom hold office for the duration of the financial year.

In the event that no eligible candidate steps up to fill a position, an officer may retain their position for an additional term provided that they are willing to serve and are re-elected into that position.

Section 5: Eligibility – Any PTSO member in good standing is eligible to serve as an officer of the RMS PTSO. All nominees will abide by the nomination/election procedure detailed in the bylaws and Standing Rules.

Section 6: Removal – An officer can be removed from office for failure to fulfill his/her duties, after a reasonable notice, by the majority of the Executive Board. Failure to attend two (2) meetings of the Executive Board may, at the option of the Executive Board, be grounds for removal. If the treasurer fails to produce a monthly budget report for 2 consecutive months, this is grounds for removal from the board.

Section 7: Vacancy – If a vacancy occurs on the Executive Board, it shall be filled for the unexpired term by a PTSO member elected by a majority vote of the Executive Board. If the office of President is vacated for any reason, the Vice President (1) will succeed to the office of President.

Article IV: Nominations and Elections

Section 1: Open Positions - Open board positions will be posted publicly (e.g. via paper copy in the front office, email, social media, PTSO website, etc.) at least one month before elections.

Section 2: Nominations - A potential candidate may be self nominated or nominated by a PTSO member. Nominations will be submitted electronically via the PTSO website. (A paper form will be made available if a potential candidate does not have internet access.) Only those individuals who are current members of the PTSO in good standing and who have signified their consent to serve if elected shall be eligible to serve on the Board.

Section 3: Election Procedure - Nominees will be interviewed by the Nominating Committee before being added to the slate. The Nominating Committee shall nominate one eligible candidate for each office and post the slate publicly in the school office at least 5 days prior to the election for the general membership to view.

Elections will be held in April at a General Membership meeting. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 4: Nominating Committee - There shall be a Nominating Committee composed of three (3) members (must be an uneven number) and alternates who shall be elected by this PTSO at a regular membership meeting at least one month prior to the election of officers.

- a. All members of this committee shall be a current member of the PTSO in good standing and signified their consent to serve if elected.
- b. The committee elects its own chair.
- c. The President is not eligible for election to the Nominating Committee.
- d. The Principal is eligible to serve if elected.

Section 5: Voting Rights. Members of the RMS PTSO who are not in attendance at a meeting, will not have a vote on issues brought up for vote at that meeting.

Article V – General Membership Meetings

Section 1: Regular General Meetings - The regular meetings of the organization shall be at a time and place determined and announced by the Executive Board at least one week before the meeting. Regular meetings shall be held at least three times a year for the purpose of approving the annual budget, receiving reports, electing a Nominating Committee and officers, and conducting other business that should arise. The Vice President of Communications will notify the members of the meetings at least one week prior to the meeting.

Section 2: Special General Meetings - Special meetings may be called by the President, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting.

Section 3: Quorum - The quorum shall be 15 members of the organization.

Article VI – Executive Board Meetings

Section 1: Regular Executive Board Meetings – Executive Board meetings shall be held monthly at least 10 times per school year, once a month, on the same day and at the same time each month, to be determined by the board.

Section 2: Special Executive Board Meetings - Special Meetings may be called by any two (2) board members, with a minimum of 24 hours notice.

Section 3: Quorum – Half the number of Executive Board Members plus one constitutes a quorum.

Article VII – Committees

Section 1: Membership – Committees may consist of members and board members, with a designated Vice President acting as an ex officio member of all committees.

Section 2: Additional Committees – The Executive Board may create or dissolve committees, as they deem necessary, for the purposes of this PTSO.

Section 3: Term – The term of office of a committee chairperson shall be one (1) year or until the selection of a successor.

Section 4: Plan of Work – The chair of each committee shall present a plan of work to the Executive Committee for approval. No work shall be undertaken without the approval of the Executive Committee.

Article VIII – Financial Policies

Section 1: Fiscal Year - The fiscal year shall begin July 1 and ends on June 30 the following year; running a complete 12-month cycle, used for filing the appropriate 990 and registration with the IRS. The appropriate 990 is due the 15th day of the 5th month after the close of the fiscal year.

Section 2: Budget - A tentative budget shall be drafted before the school year begins for the upcoming school year and approved by a two-thirds majority vote of the members present at the General Meeting held in the Fall. The budget may be amended if approved by a two-thirds majority vote of the general membership at a subsequent General Meeting.

Section 3: Donations - Any donation received and not designated for a specific purpose, shall go to the general operating fund.

Section 4: Payout of PTSO Funds - The bills of RMS PTSO must be paid by check. No reimbursements can be made from event proceeds or petty cash. **The treasurer will have all checks signed by two (2) designated authorized signers.** Individuals authorized to sign checks shall not be related to each other by marriage or any other relationship. Authorized signers shall be the President, Treasurer, and Vice President (1) as an emergency signor.

Section 5: Petty Cash - Petty Cash should only be used for the purpose of making change at a function. No payments or reimbursements should be made from the petty cash. The petty cash funds must be accounted for separately from the funds earned at an event.

Section 6: Deposits - The Treasurer will ensure deposits from fundraisers and other sources of income are made within two (2) business days into the PTSO bank account. No funds from RMS PTSO shall be deposited into a personal account.

Section 7: Reporting – All financial activity shall be recorded in a computer or web-based accounting system. The treasurer shall keep accurate records of any disbursements, income, and bank account information. The treasurer shall reconcile the accounts, present a financial statement, and report all financial activity to the Executive Board monthly and at other times of the year when requested by the Executive Board. The bank statements will be reviewed, signed and dated by a PTSO member monthly. This PTSO member shall not be related to the treasurer by marriage or other relationship. The treasurer will make a full annual budget report to the Executive Board at the end of the year. The required reports will be sent to the Forsyth County Schools (FCS) Finance Department per their policy.

Section 8: Ending Balance – The organization shall leave a minimum of \$2,000 in the treasury at the end of each fiscal year.

Section 9: Expenses - The Executive Board shall approve all expenses of the organization. Purchases should fall within budget limitations. Failure to obtain pre approval and/or exceeding budget limits, or turning in receipts after the close of the financial year, may result in purchaser having to incur the expenses. All requests for reimbursement must be received by June 1 or they will be considered a donation to the PTSO.

Section 11: Banking - All funds shall be kept in a checking account in the name Riverwatch Middle School PTSO.

Section 12: Audit: The treasurer shall prepare a financial statement annually at the end of the financial year or upon the change of the treasurer mid-year for audit. The records will be reviewed by a third party auditor not affiliated with the board or employed by the school or an Audit Committee comprised of not fewer than three members. The findings will be presented to the Executive Board and the Forsyth County Schools Finance Department.

Article IX – Parliamentary Authority

The authority for this organization shall be "Robert's Rules of Order Newly Revised."

Article X – Standing Rules

Standing rules may be approved by the Executive Board. The Secretary shall keep a record of the standing rules for future reference.

Article XI - Amendments

Amendments to these bylaws may be proposed by a PTSO member at any regular or special meeting. Amendments presented at PTSO meeting shall be considered for voting at a subsequent meeting. Two-thirds majority approval of all members present are required to adopt an amendment.

Article XII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. In the event of the dissolution of the PTSO, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the students and school.

Article XIII - Conflict of Interest Policy

Section 1: Purpose The purpose of the conflict of interest policy is to protect RMS PTSO's, a tax-exempt organization, interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of RMS PTSO 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, Committee Chair, or Committee Member 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 RMS PTSO has a transaction or arrangement.
- ii. A compensation arrangement with RMS PTSO or with any entity or individual with which RMS PTSO has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RMS PTSO 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 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 if 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 RMS PTSO 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 RMS PTSO'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 Conflicts 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 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 board's 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. A voting member of the governing board who receives compensation, directly or indirectly, from RMS PTSO 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 RMS PTSO 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 RMS PTSO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements Each director, Principal Officer, Committee Chair, and Committee Member with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflicts of Interest Policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands RMS PTSO is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews To ensure RMS PTSO 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, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to RMS PTSO'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 in 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 periodic reviews are conducted.