

BYLAWS for Stevenson Ranch Elementary School Parent Teacher Organization

Article I: NAME

The name of the organization shall be STEVENSON RANCH ELEMENTARY PTO. The PTO is located at Stevenson Ranch Elementary School, 28520 North Carroll Lane, Stevenson Ranch, CA 91381.

Article II: PURPOSE/OBJECTIVES

Section 1: Objectives:

- a. To support and enrich the school experience of all students. This may include programs for enrichment, enhancement, and support for learning. To make improvements to the campus and support student safety.
- b. To encourage parent and family involvement in school through activities, programs, and communication that connects school to home.
- c. To maintain and expand the positive community presence of our school.

Section 2: PURPOSE:

The purpose of the PTO is to enhance and support the educational experience at SRE, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at our school through volunteer and financial support.

- a. The organization shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among parents, schools, and the community at large.
- b. The organization shall develop, conduct, and finance fundraising programs and receive contributions all for the education, scientific, literary, or charitable benefit of students enrolled at Stevenson Ranch Elementary School, which complies with Internal Revenue Code Section 501 (c)(3).
- c. 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.
- d. 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 association exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code.
- e. 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 III: Membership/Dues

Membership shall be automatically granted to all parents and guardians of Stevenson Ranch Elementary students, plus all staff at Stevenson Ranch Elementary, and who will uphold the policies of this organization and agree to its Bylaws.

Membership dues, if any, will be determined at the end of each school year by the PTO.

Members have voting privileges, one vote per member.

ARTICLE IV: Officers

The executive board consists of the principal of Stevenson Ranch Elementary, The President, The Vice President, The Treasurer, The Financial Secretary, The Recording secretary, The Auditor, The Historian and The Parliamentarian; in that order.

Section I. ELECTED EXECUTIVE BOARD - The elected Executive Board shall consist of the following officers: President, Vice President, Recording Secretary, Treasurer, Auditor, Financial Secretary, Historian and appointed Parliamentarian. The executive board shall act as aide(s) to The President and Vice President and shall, in their designated order, perform the duties of the President in the absence or disability of that office to act.

Section II. TERM OF OFFICE - These officers shall be elected annually with the exception of Parliamentarian, who shall be appointed by the President subject to ratification of the Executive Board. Officers shall serve for a term of one (1) year, and not to exceed two (2) consecutive years in the same position. No officer shall be eligible to hold more than one elected or appointed office. Officers shall assume their duties on July 1. A person who has served in an office for more than six months of a full term shall be deemed to have served a full term in such office.

Section III. QUALIFICATIONS - The privilege of holding office shall be limited to members of the organization whose dues are paid (if any) and have been members of the organization for at least sixty (60) days previous to nomination and who have served as a committee chairman. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for or elected to office. Nominees for the offices of President, Treasurer, Financial Secretary, Auditor or any other elected officer authorized to sign checks shall not be related by blood or marriage or reside in the same household. Nominees for the office of President must have served on the elected Executive Board within the last three (3) years. In a case where no candidate is interested, has been nominated or been elected into an open board

position, and after an extensive recruitment has been done by the nominating committee; the current board member may choose to stay in their position for 1 additional year. This procedure will stand until the position is filled.

Section IV. NOMINATIONS

a. Nominations for office shall be made by a nominating committee which shall be elected by the organization.

b. The nominating committee shall be elected at least two months prior to the annual election meeting. The committee shall serve until the annual election meeting, or until board positions have been fulfilled.

c. The nominating committee shall be composed of five (5) members, with one (1) alternate, all of whom shall be members of this organization. Members of the Nominating Committee shall not be eligible for election (not accepting candidacy) to any office while serving as a member of the Nominating Committee.

The principal of the school, or a faculty representative appointed by the principal, if not an elected member of the committee, shall serve in an advisory capacity. The President shall not serve ex officio or be elected to the nominating committee. The committee shall elect its own chairman.

d. The nominating committee chairman shall contact potential nominees, unless this responsibility is delegated to another committee member, inform committee members of the results of the contacts, reconvene the committee in the event a nominee withdraws before the election is held, read the nominating committee report to the membership at the annual election meeting, advise the nominees to attend the election meeting and the installation of officers, give a written report of the nominees to the recording secretary, signed by the members of the nominating committee, be discharged of committee responsibilities at the time of the election.

e. No member shall serve on the nominating committee for two (2) consecutive years.

f. Alternates shall not attend meetings unless an elected member cannot be present at the first meeting. In the event, the alternate becomes the permanent member, replacing the elected member until such time as the committee is discharged of its duties (at the time of election).

g. The report of the nominating committee shall be submitted to the membership at least thirty (30) days prior to the annual election meeting. At the annual election meeting in April additional nominations must be called for from the floor.

h. The Parliamentarian may be elected to the nominating committee. The president never serves on the nominating committee. The parliamentarian sets the date for the first nominating committee meeting immediately following its election. At the first nominating committee meeting the parliamentarian: i. Provides instruction in nominating procedures; Conducts the election of a chairman; ii. Explains the chairman's responsibilities; iii. Provides a copy of the bylaws, the standing rules, and a membership list for the committee's use; and iv. Provides a telephone number where he/she can be reached to answer questions on procedure.

- i. The parliamentarian attends meetings of the nominating committee only if elected to serve as a member of the committee. The parliamentarian shall notify the first alternate if an elected member of the nominating committee cannot attend the first nominating committee meeting.

Section V. DUTIES

a. President

- i. Coordinate the work of officers and committees of the organization in order that the purposes may be promoted.
- ii. Preside at General PTO meetings and Executive Board meetings, serve as the official representative of the PTO, and retain all official records of the PTO.
- iii. Be a member ex-officio of all committees except the nominating committee
- iv. Appoint the Parliamentarian subject to ratification of the executive board.
- vi. Sign all authorizations for payment as required by the executive board or organization.
- vii. Creates and sends out PTO newsletter
- viii. With the Principal, approve all newsletters, flyers and/or notices prior to distribution.
- ix. Have all contracts and/or legally binding documents approved by the organization, prior to signing a contract along with another elected officer. Contracts must be signed by two (2) elected officers.
- x. Be authorized to sign checks, and not be related by blood or marriage or reside in the same household as the other authorized signers for the organization's financial accounts.
- xi. Perform other such duties as may be prescribed in the bylaws or assigned by the organization.

b. Vice President

- i. Serve as the primary aide to the President.
- ii. Perform the duties of the President in the absence or disability of that officer to act.
- iii. Perform other such duties as may be prescribed in these bylaws or assigned by the organization.
- iv. Prepare a list of PTO officers and chairmen required for directory data.
- v. Act as The Chairperson of committee chairs or appoints a chairperson
- vi. Maintains the PTO Website.
- Vii. Acts as chairperson of room representatives
- viii. The Vice President may also act as a Chairperson of one or more committees upon appointment by the President; however, may not serve as the Chairperson or as a member of the Nominating Committee if he or she will be eligible for election to the position of President.

c. Recording Secretary

- i. Keep an accurate record of the proceedings of all meetings of the organization and the executive board on the organization's Google Drive, which is the legal record of this organization.
- ii. Work with the Vice President to ensure meeting minutes are posted on the organization's website for all members to view at any time.
- iii. Be prepared to refer to minutes of previous meetings.
- iv. Prepare a list of all unfinished business for the use of the president.

- vi. With the president, sign all authorizations for payment authorizing the expenditure of funds following approval by the organization or executive board in accordance with these bylaws.
- vii. Record all expenditures in the minutes.
- viii. Keep a current list of the members of the organization provided by The President.
- ix. Keep a current signed original set of the bylaws and standing rules.
- x. Perform such other duties as may be delegated to the secretary.

d. Treasurer

- i. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the organization, including specifically, the number of members and the dues (if any) collected from the members.
- ii. Chair the budget committee and prepare the budget for adoption by the organization.
- iii. Contact the bank to secure signatures of all authorized signers on all checking and savings account signature cards and file with the bank immediately upon taking office.
- v. Receive and retain a copy of the deposit slip for any deposit made.
- vi. Pay all bills as authorized by the executive board or the organization and on receipt of authorization for payment signed by the recording secretary and the president.
- vii. Secure two (2) signatures on all check requests Any two (2) of the following are authorized to sign check requests: President, Recording Secretary, Vice President and Treasurer. The authorized signers shall not be related by blood or marriage or reside in the same household.
- viii. Individuals counting cash/checks shall not be related by blood, marriage or reside in the same household. The counting of money must be done by 2 individuals, with one being an officer of the elected Executive Board. The Financial Secretary, the money depositor, may not count money.
- ix. Keep an accurate record of receipts and disbursements in a ledger which is a permanent record of this organization. All other financial records must be retained for seven years including the current year.
- x. Keep membership informed of expenditures as they relate to the budget adopted by the organization in conjunction with the auditor. As well as keep up to date records in the google drive and quickbooks.
- xi. Present a treasurer's report at every meeting of the organization and the executive board and at other times when requested by the organization.
- xii. Be responsible for filling out and forwarding all necessary report forms required for insurance, and for filing all tax returns and other forms required by government agencies. This includes employee forms, if this organization pays employees; and independent contractor reporting forms, if this organization hires independent contractor(s).
- Xiii. The Treasurer's accounts shall be audited semi-annually.

e. Financial Secretary

- i. Receive all monies from the organization, deposit immediately in the name of the organization in a bank approved by the executive board, and provide receipts to the treasurer within 72 hours.
- ii. Prepare all authorizations for payment as required by the executive board or the organization.
- iii. Keep an accurate record of all receipts and authorizations for payment for filing with the treasurer's financial records for the organization.
- iv. Perform such other duties as may be delegated to the financial secretary.

- v. The Financial Secretary may not count money as the depositor.
- vi. In the case of an emergency absence by the treasurer, the Financial Secretary will access the set of emergency checks kept in the school safe and sign checks as approved by The Board and organization.
- vii. Ensure turnover to PTO of all reusable items submitted for reimbursement. Keep an ongoing inventory list of reusable items for future use.

f. Auditor

- i. Audit the books and financial records of the organization semiannually.
- ii. Prepare a mid-year audit to be completed in January. The year-end audit shall be completed in July.
- iii. Present a written report to the executive board at the February and September meetings.
- iv. Present a written report for adoption by the organization at the February and September meetings.
- v. Audit the books upon resignation of the treasurer, financial secretary or any check signer or any time deemed necessary.
- vi. Not be related by blood or marriage or reside in the same household as the financial officers and/or authorized signers of checks.
- vii. Be responsible for verifying on the Audit Report Form that all necessary report forms required for insurance, and tax returns and other forms required by state and federal government agendas have been completed and filed by the due date.

g. Historian

- i. Assemble and preserve a record of the activities, achievements and volunteer hours of the organization.
- ii. Act as custodian of records and other materials pertinent to the history of the organization, including managing the committee google folders.

h. Parliamentarian

- i. Attend all meetings of the organization and of the executive board and give necessary advice in parliamentary procedure when requested.
- ii. Call the first meeting of the nominating committee, conduct election of a chairman and give instructions in procedure, and may be contacted for additional information, if needed; and shall attend meetings of the nominating committee only if elected to serve as a member of the committee.
- iii. Chair the bylaws committee and review bylaws and standing rules annually.
- iv. Be entitled to all rights and privileges of membership including the right to make motions, debate and vote.

- i. An officer shall perform the duties prescribed in the current edition for ROBERT'S RULES OF ORDER NEWLY REVISED in addition to those outlined in these bylaws and those assigned from time to time. Upon expiration of the term of office or in case of resignation or termination, each officer shall turn over to The President and Historian, immediately, all records, login information, books and other material pertaining to the office and shall return to the treasurer, without delay, all funds belonging to the organization.

Section VI. ELECTION

- a. The president presides at the election meeting.

- b.** The privilege of voting shall be limited to members of the association who are present, whose dues are paid (if any), and who have been members of the association for at least thirty(30) days.
- c.** Election of officers is held at the annual meeting and will come under "new business" on the agenda.
- d.** After the parliamentarian has finished the president calls upon the chairman of the nominating committee to read the report of the committee. If a nominee has withdrawn prior to the election and another nominee has been selected, the chairman will read a revised report to inform the membership of the new nominee.
 - i.** The president states" _____ has been nominated for president, are there further nominations for president?" (Pause). " _____ has been nominated for vice president, are there further nominations for vice president?" (Pause). This procedure is used for each office.
 - ii.** The president then says, "Are there further nominations for any of these offices?"(Pause) "Hearing none, I declare the nominations closed. The bylaws state that where there is but one nominee for an office, the ballot may be dispensed with and the election held by voice. Is there any objection to this procedure?" (Pause) "Hearing none, the following are presented for election for president, _____ for vice president, _____, etc." After all offices have been presented say the following: "All those in favor say aye, those opposed say no."
 - iii.** The president states, "The ayes have it and you have elected the following officers." (The president restates names and offices.) Officers are elected by a majority vote of those present, providing the quorum as stated in the bylaws has been met.

b. VOICE VOTE: If there is but one nominee for any office, the ballot vote for that office may be dispensed with and the election held by voice vote, as described above. If a member requests a vote by ballot for any office, the request must be recognized and voted upon without debate.

c. TWO OR MORE NOMINEES FOR OFFICE: When there are two or more nominees for an office, the election shall be held by ballot, as stated in the bylaws. The secretary should have ballot slips available. Even if the nominating committee presents only one name for each office, there is the possibility that nominations will be presented from the floor.

Section VII. REMOVAL

An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board. when an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the executive board determines to be injurious to the organization or its purposes, the executive board may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include asking for the resignation of the officer.

Section VIII. VACANCY

If a vacancy occurs on the Executive Board, the President shall appoint a PTO member to fill the vacancy, for the remainder of the officer's term. In the event no candidate accepts the nomination, and no other candidate appears at election, the newly elected board will appoint a PTO member to the vacant post within a timely manner.

ARTICLE V: MEETINGS

Section I. GENERAL PTO MEETINGS: General PTO meetings shall be held to conduct the business

of the PTO. Meetings shall be held every other month during the school year, additional meetings may be called at the discretion of the Executive Board. Membership must be given a minimum of 5 school days' notice for any general PTO meeting.

Section II. VOTING: Each member in attendance at a PTO meeting is eligible to vote, one vote per member. Absentee or proxy votes are not allowed.

Section III. QUORUM: Ten (10) members of the PTO present and voting constitute quorum for the purpose of voting.

Section IV. RATIFICATION OF BILLS: Ratification of bills will be a simple majority of the PTO.

Section V. BOARD MEETINGS: The Executive Board shall meet monthly during the school year, or at the discretion of the President.

ARTICLE VI: FINANCIAL POLICIES

Section I. FISCAL YEAR: The fiscal year of the PTO begins July 1 and ends June 30 of the following year.

Section II. BANKING: All funds shall be kept in a checking and/or savings account in the name of (SRE PTO), requiring two signatures of the Executive Board and held at a local financial institution.

Section III. BUDGET: Facilitate an annual survey of parents to provide input into the priorities for activities and expenditures of the organization. The year's proposed program and budget, which includes all programs, projects and expenditures, require approval by the membership. The year's proposed programs and budget shall be presented to the organization for approval by the last meeting of the organization of the previous school year. All approved programs, projects and expenditures MUST be recorded in the minutes, the legal record of this organization. Organizational expenditures should support and reflect the mission priorities of the PTO. In the event budgetary cuts become necessary, the PTO will prioritize spending based upon the specific area of student enrichment (Academic, Security, or Social) served by each program or expense. Funding priorities will be in the following order:

1. Academic (such as in-school educational enrichment classes).
2. Student security and safety (including campus improvements).
3. Social (such as family activities and events).

All proposed programming cuts will be presented to the general membership and voted on for elimination during the budget planning meetings for the following school year only. Programs for proposed elimination will be presented in the order of least priority first.

Section IV. ENDING BALANCE: Annually, through the budgeting process, the organization shall approve an amount for carryover into the following school year.

Section V. CONTRACTS: Contract signing authority is limited to the President or the President's designee and must be signed by two (2) elected officers.

Section VI. COUNTING OF MONEY: The counting of money must be done by at least 2 individuals, with one being an officer of the elected Executive Board. The Financial Secretary, the money depositor, may not count money. Money shall be counted on campus, and stored in a secure location on campus until deposited. Money shall not be taken off campus unless for transport to the banking facility of the organization.

Section VII. INSURANCE: The PTO will carry liability insurance at a minimum of General Liability - \$1,000,000 per occurrence limits \$2,000,000 annual aggregate limit per parent organization. The PTO will also carry Directors' & Officers' Liability Insurance (D&O) at a minimum of \$1,000,000 per claim.

Section VIII. ANNUAL SURVEY: The organization will facilitate an annual survey of parents to provide input into the priorities for activities and expenditures of the organization.

ARTICLE VII: EXECUTIVE BOARD

Section I. The executive board shall consist of officers of the organization, the teacher representative and the principal of the school, or a representative appointed by the principal, all of whom shall be members

of this organization. The principal of the school or designated representative and the teacher representative, although not elected officers, serve in an advisory capacity with full voting privileges.

Section II. The executive board shall:

- a. Transact necessary business between meetings of the organization and such other business as may be referred by the organization.
- b. Authorize the payment of organization bills within the limits of the budget adopted by the organization. Such action must be ratified at the next organization meeting and must be recorded in the minutes.
- c. Authorize the payment of other un budgeted organization bills not to exceed a cumulative total of one thousand dollars (\$1,000.00) between meetings of the organization. Ratification of payment of these bills must occur at the next organization meeting and must be recorded in the minutes.
- d. Create committees as are deemed necessary to promote and to carry on the work of the organization. The executive board may grant such committees the authority of the board, except with respect to:
 - i. The approval of any action for which the approval of the members or a majority of the members is required;
 - ii. The fulfilling of vacancies on the executive board or in any committee which has the authority of the executive board
 - iii. The amendment or repeal of any motion of the board which by its express terms is not so amendable;
 - iv. The appointment of committees of the board members thereof;
 - v. The approval of any self-dealing transaction
- e. Fill all vacancies in office, including that of president.
- f. Present a report at meetings of the organization.
- g. Receive a written financial report from the treasurer and financial secretary at each executive board and organization meeting.

Section III. The executive board is subject to the orders of the organization and none of its acts shall conflict with the action taken by the organization. An organization member shall not serve as a voting member of this executive board while serving as a paid employee of or under contract to this organization.

ARTICLE VIII: COMMITTEES

Section I. There shall be such committees created by the executive board as may be required to carry on the work of the organization.

Section II.

- a. Chairperson of committees all of whom shall be members of this organization, shall be appointed by The President subject to the ratification of the executive board.
- b. Room Representatives all of whom shall be members of this organization, shall be appointed by The Vice President subject to the ratification of the executive board and school principal.

Section III. The term of office for chairperson and room representative may not exceed 2 years. A chairperson/room representative may serve an additional year if appointed by the president, approved by the executive board and ratified by the executive board.

Section **IV**. The chairperson and room representative shall present plans of work to the executive board for approval. No work shall be undertaken without the consent of the executive board. In addition chairpersons and room representatives are responsible for keeping an expenditure report for all events, class parties and money collections.

Section **V**. Committee procedure book shall be updated annually by the chairperson and filed with the historian within two weeks after the conclusion of the event.

Section VI. Any member of the Organization can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board. When a member fails to adhere to the guidelines set before them and when a member is not fulfilling the responsibilities of the office as prescribed in the bylaws or standing rules, or engages in conduct which the executive board determines to be injurious to the organization or its purposes, the executive board may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include asking for the resignation of the member.

Section VII.

a. Each chairperson upon expiration of their term of office shall turn over all records, login information, books and other material pertaining to the chairmanship to the president within 10 days. Upon termination or resignation, all records, login information, books and other material pertaining to the chairmanship shall be returned immediately.

b. Upon termination or resignation of a Room Representative, all records, login information, books and other material pertaining to the class shall be returned immediately to the Vice President.

Section **VIII**. The organization and the executive board each have the power to create special committees in order to carry out specific programs and projects.

Section **IX**. The chairperson and members of special committees shall serve until their assignments have been completed.

ARTICLE IX: BYLAW AMENDMENTS

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting. 2/3 approval of all members present and voting is required to adopt an amendment to the Bylaws.

ARTICLE X: DISSOLUTION

In the event of dissolution of the PTO any funds remaining should be donated to Stevenson Ranch Elementary School.

ARTICLE XI: PARLIAMENTARY AUTHORITY

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

ARTICLE XII: CONFLICT OF INTEREST POLICY

Section I. PURPOSE: The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Stevenson Ranch Elementary PTO) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II. DEFINITIONS:

- a.** Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b.** Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i.** An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii.** A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
- c.** "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d.** A financial interest is not necessarily a conflict of interest. Under Section III b, 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 III. PROCEDURES:

- a.** Duty To Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b.** Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c.** Procedures for Addressing the Conflict of Interest:
 - i.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d.** Violations of the 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 that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV. 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 V. 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 receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section VI. 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 VII. 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 VIII. USE OF OUTSIDE EXPERTS: When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

These bylaws were adopted on August 23, 2023.