



Ellen Feickert Elementary PTO, Inc.
BYLAWS
(Revised & Adopted April 21, 2023)

ARTICLE I: ORGANIZATION IDENTITY

Section 1: NAME—The name of the organization shall be Ellen Feickert Elementary PTO, Inc. (herein referred to as Feickert PTO). Feickert PTO is located at 9351 Feickert Drive, Elk Grove, CA 95624.

Section 2: DESCRIPTION—Feickert PTO is a nonprofit organization that exists for charitable, educational, literary, and scientific purposes including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE—The purpose of Feickert PTO is to enhance the educational experience at Ellen Feickert Elementary School. The purpose will be carried out by:

- supporting programs and activities through volunteerism and fundraising;
- promoting meaningful collaboration between staff, students, and families; and
- encouraging staff and students through moral support and community involvement.

ARTICLE II: MEMBERSHIP

Section 1: MEMBERS—All staff, parents, and guardians of Ellen Feickert Elementary School shall automatically be granted membership to Feickert PTO. Members shall have voting privileges, one vote per household.

Section 2: DUES—Any membership dues shall be established by the Executive Board, and if charged, shall be applied annually per household rather than individually. Dues may be collected throughout the school year. To be considered in good standing, dues must be paid at least seven calendar days before the first meeting in which a member wishes to participate and have voting privileges.

ARTICLE III: OFFICERS

Section 1: OFFICERS—The officers shall consist of President, Vice President, Secretary, and Treasurer. A single officer position may be shared by no more than two individuals. No officer may hold more than one position at the same time. No two members of the same household may hold office at the same time. The duties are described as follows:

Subsection 1a: President—The President will prepare agendas for and preside over general, Executive Board, and special meetings, represent Feickert PTO (or delegate a representative) at meetings outside the organization, serve as an ex-officio member of all committees except the Nominating Committee, and coordinate the work of all the officers and committees so that Feickert PTO accomplishes its purpose.

Subsection 1b: Vice President—The Vice President will assist the President and fulfill the President's duties in their absence or inability to serve. Additionally, the Vice President will oversee the Nominating Committee, serve as Volunteer Coordinator, and act as Community Liaison. In the Secretary's absence during any meeting, the Vice President will assume the Secretary's duties for that meeting.

Subsection 1c: Secretary—The Secretary shall maintain all Feickert PTO records, including essential documentation, including Bylaws, Standing Rules, correspondence, minutes, membership notices, membership information, and periodic filings required by state and federal entities. The Secretary will assist the Treasurer with annual tax report filings. The Secretary will also take minutes and meeting attendance at all meetings.

Subsection 1d: Treasurer—The Treasurer shall serve as custodian of Feickert PTO's finances, collect revenue, pay authorized expenses, follow all Feickert PTO financial policies, and maintain all financial records. The Treasurer will present a written financial report at every General Meeting and as requested by the Executive Board. They will work with the Executive Board to present an annual budget at the first General Meeting of the year, as well as prepare the annual year-end financial statement. The Treasurer will be responsible for ensuring the timely filing of all necessary tax documents as well as yearly insurance filings.

Section 2: QUALIFICATIONS—Any PTO member in good standing may be nominated for election as an officer of Feickert PTO. Any candidate for President must have either first served at least one year on the Executive Board or have at least one year experience serving in a capacity similar to the duties of the Executive Board.

Section 3: NOMINATIONS—Nominations may be submitted by any member in good standing. The Nominating Committee will gather all nominations for each officer position by the last week of March, confirm that nominees meet the qualifications, and ensure that all nominees have granted consent to be placed on the ballot. The Nominating Committee will present the slate of nominees at a General Meeting in April.

Section 4: ELECTIONS—Elections for officer positions will be held at a General Meeting in April. The Executive Board may decide to take the vote by voice or ballot. A simple majority of votes cast will be necessary for election.

Section 5: TERMS OF OFFICE—The terms of office for all officers is one year, beginning July 1 through June 30 of the following year. Newly elected officers will operate in an officer-elect capacity for a maximum of two months prior to beginning their terms to allow for training and transition from current officers. Officers may be re-elected for a maximum of two additional terms for the same position. Any officer serving three consecutive terms in any position must abstain from any officer position for one full term before being elected to an officer position again. No individual shall serve more than four years in total as any officer of Feickert PTO.

Section 6: VACANCIES—A vacancy occurs through resignation or removal from office. In the event of a vacancy in the office of President, the Vice President will serve as President. The Executive Board shall appoint a new Vice President to fulfill the remainder of the term. If there is a vacancy in any other office, it will be filled through an election at the next General Meeting.

Section 7: REMOVAL FROM OFFICE—The Executive Board may remove any officer from office for failure to fulfill their duties by majority vote. The Executive Board must provide seven day written notice to this officer before such action.

ARTICLE IV: MEETINGS

Section 1: GENERAL MEETINGS—At minimum, Feickert PTO will hold three General Meetings of the membership during each school year. The Executive Board will decide the date, time, and location of each meeting, and will provide this information to the general membership at least seven days prior to each meeting. Attendance and minutes will be taken at all meetings.

Section 2: SPECIAL MEETINGS—Special Meetings may be called by the President, any two members of the Executive Board, or five general members in good standing submitting a written request to the Secretary. The Secretary will notify the general membership of any Special Meeting at least 10 days prior to said meeting.

Section 3: QUORUM—A quorum is required for a General Meeting to be considered official and voting to be possible. Six members in good standing and three members of the Executive Board will constitute a quorum at General Meetings. A majority vote cast by the voting members in attendance at any general meeting shall be required for action to be taken by the Executive Board.

Section 4: VIDEO CONFERENCING—The Executive Board may elect to hold General and/or Special Meetings via video conference. Such meetings will utilize widely available apps such as Zoom, Google Meet, or similar tools. All procedures and requirements for virtual meetings shall

be the same as in person meetings. Recordings of virtual meetings shall be made available at the discretion of the Executive Board on Feickert PTO's website or Facebook page.

ARTICLE V: EXECUTIVE BOARD

Section 1: MEMBERSHIP—The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, as well as the Principal of Ellen Feickert Elementary School (or their designee). Additionally, one teacher representative from both the primary (K-3) and intermediary (4-6) grade levels will serve on the Executive Board. Every member of the Executive Board has voting privileges. If more than one person occupies an office, that office will share one vote.

Section 2: DUTIES—The Executive Board shall not take any actions that conflict with any decision, action or purpose of Feickert PTO. Its general powers are described as follow:

- manage Feickert PTO's affairs, activities, organizational operations, including the creation and review of Standing Rules and policies;
- transact necessary business, and all other business referred to it by the membership of these Bylaws, during the intervals between General Meetings;
- act on behalf of Feickert PTO when an immediate decision is required, so long as the action resulting from such decision does not exceed a financial cap of \$500 in excess of the approved budget;
- create Standing and Special Committees, and approve the plans and work of such committees;
- present reports and recommendations at General Meetings;
- prepare and submit a budget to the membership for approval; and
- conduct the general business and activities of Feickert PTO.

ARTICLE VI: COMMITTEES

Section 1: STANDING COMMITTEES—Feickert PTO shall have six Standing Committees: Nominating, Hospitality, Yearbook, Donations, Major Events, and Spirit Wear. The President shall be an ex-officio member of all Standing Committees except the Nominating Committee. The Executive Board will establish other Standing Committees as it deems necessary. Each Standing Committee will follow the procedures listed under its section in Standing Rules. The membership and general duties of each Standing Committee are described as follow:

Subsection 1a: Nominating—The Vice President shall head the Nominating Committee and shall solicit no more than two other PTO members in good standing to serve with them. Beginning in the first week of March, the Nominating Committee will publicize Feickert PTO officer positions, solicit and collect nominations for the next term, confirm nominee consent and qualifications, and prepare a list of nominees to be presented to the membership for election at a General Meeting in April.

Subsection 1b: Hospitality—The Executive Board shall decide which of its members will chair the Hospitality Committee. The Hospitality Chairperson may solicit/select any PTO members in good standing to serve with them. The Hospitality Committee is responsible for planning, coordinating, publicizing, and recruiting volunteers for staff and student appreciation events and activities. It will also oversee Welcome Wagon for new teachers and families, and coordinate with Student Leadership on such efforts.

Subsection 1c: Yearbook—The Executive Board shall decide which of its members will chair the Yearbook Committee. The Yearbook Chairperson may solicit/select any PTO members in good standing to serve with them. The Yearbook Committee is responsible for attending school functions and events to take pictures for yearbook publication, obtaining parental consent for publication of student photos, and promoting and facilitating the production and sale of yearbooks. The Yearbook Committee may solicit photos for the yearbook from the general Feickert community.

Subsection 1d: Donations—The Executive Board shall decide which of its members will chair the Donations Committee. The Donations Chairperson may solicit/select any PTO members in good standing to serve with them. The Donations Committee is responsible for managing the solicitation and coordination of cash and/or in-kind donations to support Feickert PTO's purpose. This committee will work closely with the Treasurer to track and provide receipts for tax-deductible donations.

Subsection 1e: Major Events—The Executive Board shall decide which of its members will chair the Major Events Committee. The Major Events Chairperson may solicit/select any PTO members in good standing to serve with them. The Major Events Committee is responsible for managing and coordinating the Feickert Fall Festival, Holiday Store, Spring Ice Cream Social, Father-Daughter Dance, and End-of-Year BBQ.

Subsection 1f: Spirit Wear—The Executive Board shall decide which of its members will chair the Spirit Wear Committee. The Spirit Wear Chairperson may solicit/select any PTO members in good standing to serve with them. The Spirit Wear Committee is responsible for managing the design, promotion, sales, and supply of Ellen Feickert Elementary School spirit wear and gear. This committee will work closely with the Treasurer to utilize appropriate technology resources for tracking inventory and sales.

Section 2: SPECIAL COMMITTEES—The Executive Board may establish Special Committees to accomplish tasks related to specific events, activities, or situations which serve Feickert PTO's purpose. The President shall be an ex-officio member of all Special Committees. Special Committees will act in accordance with these Bylaws and the Standing Rules established by the Executive Board for carrying out their specific duties.

ARTICLE VII: FINANCES

Section 1: FISCAL YEAR—Feickert PTO’s fiscal year begins July 1 and ends June 30 of the following year.

Section 2: BANKING—All funds shall be kept in a checking account in the name of Ellen Feickert Elementary PTO, Inc., requiring two signatures of the Executive Board, and held at a local financial institution. The Executive Board shall establish criteria and follow it for which financial institution to use based upon its ability to best serve Feickert PTO’s needs.

Section 3: RECORDS & REPORTING—The Treasurer shall employ a computer-based or manual accounting system to accurately record all financial activity, including disbursements, income, bank account information, and in-kind donations. All financial recording and accounting practices will be conducted in accordance with Standing Rules. The Treasurer will present a monthly financial report to the Executive Board and a year-end report at the close of the fiscal year. Additionally, the Executive Board will prepare and present a budget by the beginning of each school year to be presented at the first General Meeting. This budget shall be approved by a majority vote of members present and be used to guide Feickert PTO’s business, activities, and events through the fiscal year.

Section 4: APPROVALS—Two authorized signatures shall be required on each check. Authorized signers shall be the President, Treasurer, school principal, and one other Executive Board member. The Executive Board shall approve all expenses over \$50. Authority to sign contracts is limited to the President or the President’s designee.

Section 5: ENDING BALANCE—The Executive Board will ensure that a minimum of \$4,000 remains in the treasury at the end of each fiscal year.

Section 6: DISBURSEMENT UPON DISSOLUTION—In the event of dissolution of Feickert PTO, any remaining funds will be used to pay outstanding bills and, with the membership’s approval, allocated for the benefit of the school under the current principal’s direction. Funds remaining in the account after six months may be released by a single authorized signature and used for educational purposes.

ARTICLE VIII: AUTHORITY

Section 1: PARLIAMENTARY AUTHORITY—Robert’s Rules of Order will govern meetings when they are not in conflict with Feickert PTO’s Bylaws.

Section 2: JURISDICTIONAL AUTHORITY—If any part of these Bylaws shall conflict with the decisions, policies, or procedures adopted by the Elk Grove Unified School District, they shall be deemed null and void. The decisions of the Elk Grove Unified School District shall, in all cases, be upheld.

ARTICLE IX: STANDING RULES

Section 1: PURPOSE—The Executive Board shall establish, approve, maintain, review, and revise Standing Rules for the purpose of providing guidance for the operational execution of Feickert PTO business, events, and activities. The Standing Rules shall not conflict with the Bylaws nor act as a substitute for them.

Section 2: DISSEMINATION—The Secretary shall keep a record of all Standing Rules and any revisions for reference and provide a copy to each member of the Executive Board, Standing Committees, and Special Committees. Any Feickert PTO member serving as a volunteer may also receive a copy if they request it.

Section 3: REVISION—The Executive Board shall review Standing Rules at the end of each school year and revise them as needed to better serve the operational functions of Feickert PTO's business, events, and activities. Revisions shall pass upon a majority vote by the Executive Board and be implemented immediately upon approval.

ARTICLE X: DISSOLUTION

Feickert PTO may be dissolved with previous notice (14 calendar days) to the membership and a two-thirds vote of those present at a General Meeting.

ARTICLE XI: BYLAWS

Section 1: DISSEMINATION—The Secretary shall keep a record of these Bylaws and any amendments, and distribute a copy of the most current Bylaws (including amendments) to each member of the Executive Board at the beginning of the fiscal year.

Section 2: CONFIRMATION—At the beginning of every school year, each member of the Executive Board will sign a written confirmation that they have received, read, and understood the current Bylaws and any amendments. The signed confirmation will indicate the commitment of each Executive Board member to uphold and adhere to the Bylaws to the best of their ability for the benefit of Feickert PTO.

Section 3: REVIEW—The Executive Board will appoint a Special Committee to review the Bylaws no later than every three years and offer suggestions for revision as needed to benefit the purposes of Feickert PTO. Two Executive Board Members and no more than two other PTO members shall comprise this Bylaws Committee.

Section 4: AMENDMENTS—These Bylaws may be amended or repealed in accordance with the following criteria:

- the Bylaws Committee or at least five PTO members in good standing will submit the revision(s) to the Executive Board;

- the Secretary will notify the membership at least 14 calendar days prior to the next General or Special Meeting that a vote to be taken; and
- a quorum is met at the meeting and the membership approves the revision(s) requested by a majority vote of those present.

Once approved, all amendments shall be duly recorded by the Secretary and become effective immediately.

ARTICLE XII: CONFLICT OF INTEREST POLICY

Section 1: PURPOSE—The purpose of the conflict of interest policy is to protect Feickert PTO’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of Feickert PTO 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

Subsection 2a: Interested Person—Any director, principal officer, or member of a committee with Executive Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

Subsection 2b: Financial Interest—A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which Feickert PTO has a transaction or arrangement;
- A compensation arrangement with Feickert PTO or with any entity or individual with which Feickert PTO has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Feickert PTO 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 Subsection 3b, a person who has a financial interest may have a conflict of interest only if the Executive Board decides that a conflict of interest exists.

Section 3: PROCEDURES

Subsection 3a: 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 committee members with Executive Board-delegated powers who are considering the proposed transaction or arrangement.

Subsection 3b: 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 Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide whether a conflict of interest exists.

Subsection 3c: Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the Executive Board meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Executive Board shall determine whether Feickert PTO 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.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Executive Board members whether the transaction or arrangement is in Feickert PTO'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.

Subsection 3d: Violations of the Conflict of Interest Policy

- If the Executive Board 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.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines that 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 Executive Board and all committees with Executive Board-delegated powers shall contain:

- 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 Executive Board's decision as to whether a conflict of interest in fact existed; as well as
- 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 the Executive Board who receives compensation, directly or indirectly, from Feickert PTO for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Feickert PTO for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Feickert PTO, 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 Executive Board-delegated powers shall annually sign a statement which affirms that such person:

- has received a copy of the conflict of interest policy;
- has read and understood the policy;
- has agreed to comply with the policy; and
- understands that Feickert PTO 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 Feickert PTO 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:

- whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining;
- whether partnerships, joint ventures, and arrangements with management organizations conform to Feickert PTO'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, Feickert PTO may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.