

**BYLAWS
OF
OASIS PTSO**

Section 1

NAME

Section 1.01 The name of this organization shall be the **Oasis PTSO, Inc..**

Section 2

CORPORATE PURPOSE

Section 2.01 Nonprofit Purpose

This PTSO is organized for charitable, educational and scientific purposes including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, including the corresponding section of any future Federal tax code.

Section 2.02 Specific Purpose

The objective of the Oasis Elementary Parent-Teacher-Student Organization shall be:

- a) To develop between the educators and the community such united effort as will provide opportunities for the complete education of each child;
- b) To strengthen communication between the home and the school, that parents, the students, and the teachers may cooperate effectively in the education of children;
- c) To promote the safety and welfare students at Oasis Elementary School.

Section 3

MEMBERSHIP

Section 3.01 Eligibility for Membership

Application for voting membership shall be open to any current parent or legal guardian of a student of Oasis Elementary School, teacher at Oasis Elementary School, student, other adult with a vested interest, administrator of Oasis Elementary School, that supports the mission of the PTSO as stated in Section 2.02 of these Bylaws. Membership is granted after completion and receipt of a membership application and payment of annual dues is remitted. Each member shall be eligible for only one (1) voting membership.

Section 3.02 Annual Dues

The amount required for annual dues shall be \$5 per adult per year, \$3 per student per year, \$15 family maximum per year, unless changed by a majority vote of the members at the annual meeting of the full membership. Continued membership is contingent upon being up-to-date annual membership dues. Dues shall be payable to the PTSO and remitted to the Treasurer or President of the board of directors.

Section 3.03 Rights of Members

Each member shall be eligible to cast a vote in any initiative brought before the entire membership for vote at the annual meeting, or such special meeting of the membership as called pursuant to Section 4.03 of these bylaws.

Section 3.04 Resignation or Termination

Any member may resign by filing a written resignation with the secretary of the board of directors. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated only by majority vote of the membership.

Section 4

MEETINGS OF THE MEMBERS

Section 4.01 Annual Meeting

An annual meeting of the members shall take place during the 3rd week of April at Oasis Elementary School. At the annual meeting the members shall elect officers and directors, receive reports on the activities of the PTSO, and determine the direction of the PTSO for the coming year.

Section 4.02 Regular Meetings

Regular meetings of the members shall be held semiannually at a time and place designated by the board of directors.

Section 4.03 Special Meetings

Special meetings may be called by a majority of the board of directors, or by a petition of the membership signed by not less than 25% of the members. The Secretary shall post notice and send notice of any special meeting to the entire membership not less than ten (10) days prior to that meeting.

Section 4.04 Board Meetings

The Board of Directors shall hold monthly meetings. Attendance of a simple majority of the Board of Directors shall be considered effective quorum for a Board Meeting.

Section 4.05 Notice

Notice of all meetings shall be posted in the front office of Oasis Elementary School and on the website, Facebook page or other such social media site as decided by the Board of Directors not less than 7 days prior to the scheduled meeting.

Section 4.06 Quorum

A quorum for a meeting of the members shall consist of attendance of at least 10% of the active membership or at least 60% attendance of the board of directors.

Section 4.07 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Ballots shall be cast in paper form, or other such electronic means as available, and counted by Secretary of the board of directors and confirmed by the Vice-President of the board of directors.

Section 5

BOARD OF DIRECTORS

Section 5.01 General Powers

The affairs of the PTSO shall be managed by a Board of Directors. The board of directors shall have control of and be responsible for the management of the financial affairs and property of the PTSO.

Section 5.02 Number, Tenure, Requirements and Qualifications

- a. The number of Directors shall be adjusted from time-to-time by the Directors, but shall consist of no less than 3 and no more than 5 including the following officers: the President, the Vice-President, the Secretary, the Treasurer, the Sergeant at Arms;
- b. The board of directors shall, upon election by a simple majority of the membership at the Annual Meeting, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified;
- c. No two members of the Board of Directors related by blood or marriage/domestic partnership shall be permitted to serve on the Board of Directors at the same time;
- d. Each member of the Board of Directors shall be an eligible member of the PTSO as described in Section 3.01 whose dues are paid in full and shall hold office for a term of one (1) year;
- e. Newly elected members of the Board of Directors who have not served before shall serve one (1) year on the Board of Directors prior to being eligible to hold the position of President or Treasurer;
- f. No member of the Board of Directors shall serve more than two (2) consecutive terms in the same office, unless there are no other candidates for that office;
- g. Each member shall attend at least 4 monthly meetings of the board per term.

Section 5.03 Election Procedure

Any member can nominate a candidate for a position on the Board of Directors. Nominations shall be made from the floor at the March meeting. Voting shall be made by voice if only one candidate is nominated for an office. If more than one candidate is nominated for an office, a ballot vote shall be taken.

Section 5.04 Forfeiture

Any member of the board of directors who fails to fulfill any of their requirements shall automatically forfeit their seat on the Board. The Secretary shall notify the President in writing that the seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meet any or all of the qualifications of section 5.02 are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 5.10 of these bylaws.

Section 5.05 Vacancies

Whenever any vacancy occurs in the Board of Directors, the vacancy shall be filled without undue delay by a majority vote of the remaining Board members at a regular meeting of the Board.

Section 5.06 Compensation

Members of the Board of Directors serve in an at-will, voluntary role, and shall receive no compensation for their services as members of the Board of Directors.

Section 5.07 Information of Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 5.08 Disclosure of Information

Directors shall not discuss or disclose information about the PTSO or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the PTSO's purposes, or can reasonably be expected to benefit the PTSO. Directors shall use discretion and good business judgment in discussing the affairs of the PTSO with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the PTSO, including but not limited to accounts on deposit in financial institutions.

Section 5.09 Parliamentary Procedure

Any questions concerning parliamentary procedure at meeting shall be determined by the Sergeant at Arms by reference to Robert's Rules of Order.

Section 5.10 Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the board of directors if in their judgment the best interest of the corporation would be served thereby. Each member or the board of directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the board of directors shall automatically be removed from office.

Members of the board of directors who are removed for failure to meet the minimum requirements in section 5.02 of this Section in these bylaws automatically forfeit their positions on the board pursuant to section 5.02 of this section, and are not entitled to the removal procedure outlined in section 5.10.

Section 5.11 Duties of Officers

- a. The President shall preside at all meetings of the Organization and of the board. Oversee all business pertaining to the Organization and shall be a member ex-officio of all committees; shall perform such other duties as may be prescribed in these by-laws or assigned to her/him by the organization or by the board; and shall coordinate the work of the officers and committees, in order that the objectives may be met. Further the President shall act as the primary point of contact for the Executive Committee.
- b. The Vice-President shall aid the President and shall perform the duties of the President in the absence or inability of the officer to serve; shall also oversee the general membership of the Organization; shall perform such other duties as may be prescribed in these by-laws or assigned to her/him by the organization or by the board.
- c. The Secretary shall record the minutes of all meetings of the organization; shall publish approved minutes to the monthly PTSO newsletter; shall be responsible for website and social media management; shall be responsible for the bulletin board and PTSO email account and shall perform such other duties as may be prescribed in these by-laws or assigned to her/him by the organization or by the board.
- d. The treasurer shall receive all money of the organization; shall keep an accurate record of receipts and expenditures; shall pay out local funds in accordance with the approved budget as authorized by the organization; shall present a financial statement at every executive meeting and regular meeting of the organization and at other times when requested by the executive committee; shall make a full report at the annual Spring meeting; and shall perform such other duties as may be prescribed in these by-laws or assigned to her/him by the organization or by the board.
- e. The Sergeant at Arms shall enforce parliamentary procedure according to Robert's Rules of Order Revised; and shall perform such other duties as may be prescribed in these by-laws or assigned to her/him by the organization or by the board.

All officers shall:

Perform the duties prescribed herein and those assigned from time to time.

Deliver to their successors all official material within 45 days after the meeting at which the successors are elected, but not later than June 15.

Section 6

COMMITTEES/EVENTS

Section 6.01 Organization of Committees

Standing committees shall be created by the Board of Directors as necessary. Committees shall be created to conduct the business of the event for which the committee was formed. Each committee chairperson shall be selected by majority vote of the committee members.

Section 6.02 Committee Chairperson

The Chairperson shall report to the Board of Directors during regular meetings the status of their committee event. The Chairperson shall provide a final report to the Board of Directors at the meeting directly following the conclusion of their committee event.

Section 6.03 Event Selection

The Board of Directors shall select the events it wishes to pursue at the first regular meeting of the new Fiscal Year.

Section 6.04 Standing Committees

The following committees shall be a standing committees from year to year as directed by these bylaws:

a. Budget Committee

The budget committee shall consist of the President and Treasurer. The budget committee shall prepare and submit the budget and expenditures of the PTSO to the Board for ratification.

b. Executive Committee

The Executive Committee shall consist of the Board of Directors, an administrator of the school, the teacher liaison, 1 general member of the PTSO and selected by the membership of the PTSO. The executive committee shall provide guidance and insight regarding the operations and events of the PTSO.

Section 7

FISCAL YEAR

The fiscal year of this organization shall be from June 15 to June 14.

Section 8

EXPENDITURES

All expenditures over \$50.00 require approval a simple majority of the Board of Directors prior to reimbursement. Approval may be granted without a meeting of the Board of Directors, but must be done in writing via e-mail.

Section 9

STANDING RULES

Standing rules of the PTSO may be approved by the Board of Directors, and the secretary shall keep a record of the standing rules for future reference.

Section 10

AMENDMENTS

These bylaws may be amended when necessary by not less than three-fourths (3/4) majority of the Board of Directors outside of a regularly scheduled member meeting, or by two-thirds (2/3) majority of voting members in attendance at a regularly scheduled meeting. Notice of a proposed amendment to the bylaws must be given at least thirty (30) days prior to a board or member meeting.

Section 11

CONFLICT OF INTEREST

11.01 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or 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.

11.02 Interested Persons

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.

11.03 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. 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.

11.04 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.

11.05 Determining If a Conflict 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.

11.06 Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested 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.

11.07 Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.08 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.

11.09 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.

11.10 Annual Statements

Each director, principal officer and member of a committee 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 the Organization is charitable 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.

11.11 Periodic Reviews

To ensure 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, 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 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 in an excess benefit transaction.

11.12 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 11.11, 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.

CERTIFICATION

These bylaws were unanimously ratified at a meeting of the incorporating officers of the Oasis PTSO on August 16, 2018.

Alicia Galbraith

Alexis Monnet

Harmony Sparks

Melissa Durham

Brenda Scafiro