

By-Laws
For
Tecumseh Middle and High Schools
P.A.T.H.S. (Parents and Teachers Helping Students)

Article I – Name

The name of this organization is the Tecumseh P.A.T.H.S. It is an independent unit totally supporting Tecumseh Middle and High Schools.

Article II – Purpose

The purpose of the P.A.T.H.S. organization is to develop a united effort between administration, teachers, and parents in order to secure the best possible educational opportunities for every student at Tecumseh Middle and High Schools.

Article III – Members

Section 1. Members. The membership of P.A.T.H.S. shall be made available to any individual or family who subscribes to the objectives and policies of the organization, without regard to race, color, creed, or national origin.

Section 2. Dues. There will be a \$5.00 family fee to cover annual membership. A member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights.

Article IV – Officers and Elections

Section 1. Officers. The officers shall be a President, Vice President, Secretary, and Treasurer.

- a. President- Shall preside over regular business meetings. Will coordinate efforts of the other officers and all committees. Shall serve as a primary contact for the principal.
- b. Vice-President- Shall preside over the regular business meetings in the absence of the President. Assist in the duties of the President. Will take the office understanding that he or she will assume the office of President after his or her Vice-President term is completed.
- c. Secretary- Shall record the minutes of all meetings, report the activities of P.A.T.H.S. at all regular meetings, will keep an active membership list and bringing all information to the meetings.

- d. Treasurer- Shall have custody of all funds of P.A.T.H.S. Keep accurate records of all receipts and expenditures and make disbursements as authorized by the Executive Board. He or she will present a financial statement at every regularly scheduled meeting and be responsible for the maintenance of the book of accounts and records. The treasurer's accounts shall be open for examination by the Executive Board, if requested. The books shall be passed on to the new treasurer at the end of the school year. See Article VIII for a more detailed list of the treasurer's responsibilities.

Section 2. Nominations and Elections. The Nominating Committee will be appointed at the 4th regular scheduled meeting, (out of the total 6 regular meetings), during the school year. The Nominating Committee shall consist of four members, one of whom shall be elected from the Executive Board, either the middle or high school principal, and two members selected from the organization by the Executive Board. The Nominating Committee shall seek the nominees for each office to be filled and report at the regular 5th meeting. Following the report of the Nominations Committee, and opportunity shall be given for nominations from the floor. All nominees must be a member in good standing of P.A.T.H.S. and may not be members of the Nominating Committee. 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 3. Terms of Office. Officers are elected for one year and may serve no more than two consecutive terms in the same office, unless they are unopposed. Each person elected shall hold only one office at a time.

Section 4. Vacancies. A vacancy occurring in any office shall be filled by a majority vote of the remaining members of the executive board. In case a vacancy occurs in the office of the president, the vice-president shall serve as president until the next annual election and a successor is elected and qualified.

Section 5. Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present at a regular meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings. There shall be six business meetings held during the school year. The privilege of holding office, introducing motions, debating, and voting shall be limited to members of P.A.T.H.S. The executive board will hold a meeting prior to the start of the school year and pre-set the regular meeting dates.

Section 2. Special Meetings. Special meetings may be called by the Executive Board upon seven days prior notice.

Section 3. Quorum. Twenty percent of members shall constitute a quorum to transact business in any meeting of this organization.

Article VI – Executive Board

Section 1. Membership. The executive board of this organization shall consist of the president, vice-president, secretary, and treasurer.

Section 2. The duties of the Executive Board shall be:

- a. To transact necessary business in the intervals between meetings of the organization and such other business as may be referred it by the organization.
- b. To approve work of standing committees.
- c. To present a report at the regular meetings of the organization.
- d. To appoint an auditor to audit the treasurer's accounts.
- e. To prepare and submit to the organization for approval, a budget for the fiscal year.
- f. To approve routine bills within the limits of the budget; provided, however, said board shall first seek approval from the membership in the event that any expenditure exceeds the amount of two hundred dollars (\$200).
- g. No action of the board shall conflict with action taken by the organization.

Article VII – Committees

Committees may consist of members and board members that are appointed by the executive board. Individual committees should report their progress and plans to the executive board members at regular scheduled meetings. No work shall be undertaken without the approval of the Executive Board.

Article VIII – Finances

Section 1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present. Money approved to be used in a school year, and not used shall be resubmitted and approved at the beginning of the next school year.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information. All reimbursements shall be accompanied by a fully completed reimbursement request form and the receipt of the expense. The treasurer then has 14 days to mail hand the check to the recipient. All records will be kept in the treasurer's file.

Section 3. The board shall approve all expenses of this organization.

Section 4. Two authorized signatures shall be required on each check over the amount of \$200. Authorized signers shall be the treasurer and either the president or the principal.

Section 5. The treasurer shall complete the necessary annual forms (990 series) with the IRS and also will prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

Section 6. In the event of the dissolution of P.A.T.H.S., its assets shall be evenly split (50%/50%) and donated to each school's general fund after paying the organizations outstanding bills.

Section 7. The fiscal year shall coordinate with the school year.

Section 8. Class Accounts. Class accounts will be maintained within the treasurer records. These funds will be available for each class for after-prom, after-graduation, or other activities as approved by the class representatives. Any outstanding monies will be rolled into the general fund the December of the graduation year.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's by-laws.

Article XI – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-third vote of those present at the meeting.

Article XII - Amendments of By-laws and/or Articles of Incorporation

These by-laws or Articles of Incorporation may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XIII – Conflict of Interest

Section 1. 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.

Section 2. 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.
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation or investment interest in any entity with which the organization has a transaction or arrangement;
 - 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. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict or 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 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 alternative 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 advantage transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing body or committee

shall determine by 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 Conflict 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 possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Record 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 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 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that interest policy;

- ~Has received a copy of the conflict of interest policy;
- ~Has read and understands the policy; and
- ~Has agreed to comply with the policy; and

~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-exempts purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with 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 benefits, or 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 that periodic reviews are conducted.