Parent Teacher Organization (PTO) Bylaws
Panther Lake Elementary (an Orange County Public School District School)

Article I – Name

The legal name of this organization shall be the Panther Lake Elementary PTO Inc.

Article II – Purpose

The purpose of the Panther Lake Elementary PTO Inc. ("PTO") is to support the education of Panther Lake Elementary students by encouraging parent involvement through volunteer and financial support, fostering relationships between parents, faculty, and administration through fun family events, enhancing student learning opportunities, enriching the lives of the students and families by supporting school improvements, providing financial assistance where needs are identified, foster a community atmosphere, and support the mission and vision of the school and school district

This PTO is organized and operated exclusively for charitable purposes within the definition of Section 501(c)(3) of the Internal Revenue Code (hereinafter "IRC").

This PTO is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of section 509(a)(2) of the IRC or corresponding section of any future Federal tax code.

Article III – Articles of Organization

The PTO exists as an incorporated organization of its Members. Its "articles of organization" comprise these bylaws, as from time to time amended, and its articles of incorporation. These bylaws shall govern the organization.

Article IV – Membership & Dues

Section 1. Membership

Membership in this PTO shall be made available to any parent, guardian, or other adult standing in loco parentis for a student currently enrolled at Panther Lake Elementary School or who is a current Panther Lake Elementary Staff Member or is a current and Additions Approved Panther Lake Elementary Volunteer who subscribes to the objectives and basic policies of the PTO.

Membership in this PTO shall be available without regard to race, color, creed, religion, or national origin.

PTO Members shall have one vote per household. If parent, guardian or other adult standing in loco parentis reside in separate households, parent who the student(s) resides with for 51% of the time or has primary physical custody has voting rights.

Section 2. Dues

No dues are required to be a Member of the PTO. The amount of the dues must be changed annually by the Board prior to the first general meeting of the school year.

Section 3. Enrollment

The PTO shall conduct an annual enrollment of Members, but eligible individuals may be admitted to Membership at any time.

Section 4. Member in Good Standing

A Member adhere to the PTO's Code of Conduct including but not limited to the PTO's social media rules and regulations, to be considered a Member in Good Standing with voting rights at general meetings.

Section 5. Conflict of Interest

The Officers and General Members of the PTO shall not use their titles to endorse, promote or oppose a commercial concern or in connection with any partisan interest or to endorse, promote or oppose any political candidate running for public or voted upon office outside of this PTO.

Article V – Officers and Elections

Section 1. Officers

The Officers of the Executive Board shall consist of a President, no more than two (2) Vice President(s), a Secretary, a Treasurer, a Media & Marketing Chair, an Events & Fundraising Chair, and a Multilingual liaison Chair.

If a President is not nominated or successfully elected for the school year, this Executive Board may operate with two (2) Co-Vice Presidents in leiu.

If two (2) Co-Vice Presidents are not nominated or successfully elected for the school year, this Executive Board may operate with a President and one (1) Vice Presidents.

Officers shall be elected by ballot at the Annual Meeting in the month of April and shall be announced at the last Board meeting of the academic year, with New Officers being installed on July 1.

If there is but one nominee for any office, the election for that office shall be by a majority vote of the Board.

Officers may nominate to have a Co-Chair to assist with the position. All Co-Chairs must be elected for the office by a majority vote of the Board.

Current Officers shall hold office until their successors are duly elected and installed.

A. President

- Preside over all scheduled general meetings and Board meetings and create the agenda for each meeting with the Secretary.
- Appoint all Committee Chairs for standing and special committees with the approval of the Board.
- Sign all contracts and documents authorized by the Board.
- Be the official representative of the PTO, authorized to act on behalf of the PTO.
- Be an ex officio Member of all committees, except the Nominating Committee, if one exists.
- Coordinate the work of the Officers and Committees Chairs of the PTO so that objectives are met.

- Help coordinate business partner advertising.
- Cultivate and maintain partnerships with local businesses who can provide monetary donations, sponsorship, product donations, or host events.
- Dually responsible with Vice President(s) for meeting with the Panther Lake Elementary Principal and serve as a liaison between the PTO and school administration and faculty.
- Work with Board Members and committees to draft and implement policies, procedures, guidelines, and bylaw changes as needed, upon Board approval.
- Work with the Treasurer and Vice President(s) to ensure the budget is approved prior to the start of the upcoming school year and amended throughout the year as the budget changes.
- Work with the Treasurer to keep financial records and prepare reports to comply with state and district PTO policies, as well as local, state, and Federal laws.
- Maintain a copy of the meeting minutes bylaws, rules, membership list, and any other necessary supplies, and bring them to meetings dually with the Vice President and Secretary.
- Dually responsible for Technology administration with the Treasurer and Secretary.
- Update the Board at board meetings as to new partners and any issues or changes with current partners.
- Perform such other duties as may be described in these bylaws or assigned to him/her by the PTO Board.

B. Vice President (Co-Vice Presidents)

- Attend all scheduled general meetings and Board meetings.
- Sign all contracts and documents authorized by the Board.
- Be an ex officio Member of and oversee all committees of this organization.
- Cultivate and maintain relationships with our Panther Lake parent community including volunteer coordination for events.
- Dually responsible with President for meeting with the Panther Lake Elementary Principal and serve as a liaison between the PTO and school administration and faculty.
- Perform the duties of the President in the absence or disability of President.
- Partner with the Treasurer and President to create and revise budgets.
- Act as a resource to the various committees and to the administration and staff of Panther Lake Elementary.
- Work with other Board Members and committees to draft and implement policies, procedures, guidelines, and bylaw changes as needed, upon Board approval.
- Maintain a copy of the meeting minutes, bylaws, rules, membership list, and any other necessary supplies, and bring them to meetings dually with the President and Secretary.
- Partner with Events and Volunteer Chair to identify need and recruit volunteers for PTO events and activities.
- Partner with Events and Volunteer Chair and other Board and Committee Members to conduct an annual volunteer drive and maintain the volunteer roster.
- Dually responsible for administration of technology along with Secretary and Treasurer.

- Perform such other duties as may be described in these bylaws or assigned to him/her by the PTO Board.

C. Secretary

- Keep all records and serve as custodian of PTO records, maintaining a permanent file of all minutes, agendas, reports, charter, bylaws, and any correspondence.
- Prepare the agenda for all meetings.
- Accurately and concisely record the minutes of all meetings.
- Read or display the minutes of the preceding meeting at each general meeting and post the minutes on the PTO website within 72 hours following the meeting.
- Maintain a copy of the meeting minutes, bylaws, rules, membership list, and any other necessary supplies, and bring them to meetings dually with the President and Vice-President.
- Conduct the correspondence of the PTO as requested. Example: thank you notes, sympathy cards, etc.
- Custodian of all technology administration and online accounts, except for financial platforms, to include but not limited to Facebook PTO page, Email accounts, and PTO Website.
- Perform such other duties as may be delegated to him/her by the President and/or the Board.

D. Treasurer

- Along with the President and Vice President(s), have custody of funds of the PTO as a signer for all financial/bank accounts.
- Be responsible for the accounting, financial reporting, tax preparation, book of accounts, annual budget, and all financial records.
- Keep a full and accurate account of receipts and expenditures.
- Make disbursements in accordance with the approved budget, as authorized by the Board.
- Present a financial statement at all general meetings and at other times when requested by the Board and include year-to-date income and expense, cashflow, and budget vs actuals reporting.
- Responsible for ensuring all financial and corporate forms are properly filed with the State of Florida and the IRS.
- Strictly adhere to the guidelines and protocols that govern the Orange County School District with respect to all aspects of the handling of funds and audits.
- Make a full financial report at the end of the year.
- Custodian of all financial technology administration and online accounts, including but not limited to CheddarUp, MoneyMinder, Bank Accounts.
- Perform such other duties as may be delegated to him/her by the Board.

E. Media & Marketing Chair

- Serve as primary lead for the Promotion of all PTO events, fundraisers, meetings, and general PTO activities.
- Maintain all social media accounts including but not limited to Facebook, Instagram, Facebook groups, WhatsApp, etc.

- Communicate with the appropriate Panther Lake staff member(s) to share PTO news and marketing in the Panther Print newsletter and provide printed materials for students to take home as needed.
- Regularly create social posts to distribute marketing, news, and volunteer opportunities across all communication platforms.
- Keeping up to date information, creating events, and general outreach regarding events and fundraisers.
- Maintain the PTO website keeping up to date information regarding events and fundraisers.
- Create all, print and digital, PTO marketing materials including but not limited to events, calendars, merchandise ads, CheddarUp listing images, sponsor thanks, spirit nights, board vacancies, volunteer opportunities, and hospitality donations.
- Regularly communicate with the Multilingual Liaison and share PTO marketing and communication details to be translated and distributed to ESL families on various platforms, including but not limited to the Panther Lake parents Portuguese-language based WhatsApp group.
- Create advertisements, flyers, and promote PTO sponsored activities, events, and fundraisers.
- Perform such other duties as may be delegated to him/her by the Board.

F. Events & Fundraising Chair

- Assists in planning a year-long schedule of PTO events in coordination with all Board Members.
- Oversees all committees that organize and run each specific/special events.
- Partner with Vice-President(s), and other Board and Committee Members to conduct an annual volunteer drive.
- Partner with President, other Board Members, Committee Chairs, local businesses, and donators to raise funds in alignment with approved budget.
- Cultivate and maintain partnerships with local businesses who can provide monetary donations, sponsorship, product donations, and/or host events.
- Work with the Treasurer to keep financial records and prepare reports to comply with state, county, and district PTO policies, as well as local, state, and Federal laws.
- Maintain an up to date and accurate volunteer list/database that includes contact details and child/student name, grade, and teacher.
- Responsible for the recruiting of volunteers for PTO events and activities before and after the annual volunteer drive.
- Works with other Officers to determine volunteer needs.
- Manages staff and faculty focused events which may include staff appreciation, luncheons, and celebrations.
- Maintains an open line of communication with specific Committee Chairs to ensure the work of volunteers is in alignment with individual activities and vision and mission of the school.
- Assist in planning the year-long schedule of PTO events in coordination with all Executive Board Members.
- Oversees all committees that organize and run each specific/special events.
- Perform such other duties as may be delegated to him/her by the Board.

G. Multilingual Liaison Chair

- Serve as an information resource for PTO-wide family involvement and communication for ESOL members.
- Regularly communicate with Committee Chairs and Board Members to share PTO marketing and communication details translated and distributed to ESOL families on various platforms, including but not limited to Facebook, Instagram, printed flyers, and Panther Lake parents Portuguese-language based WhatsApp group.
- Provide translation and interpretation at general meetings and events, as needed.
- Provide translations for advertisements, flyers, PTO sponsored activity promotions, events, and fundraisers.
- Perform such other duties as may be delegated to him/her by the Board.

Section 2. General expectations of all Officers

Perform the duties prescribed in these bylaws and behave in a professional manner in accord with the PTO Code of Conduct.

Keep a Binder, either physical or electronic, in which they save all information related to the performance of their duties for delivery to their successor.

Deliver to their successors all official material, including the Binder, and all electronic records not later than ten (10) days following the end of their term of office or upon their resignation or removal from office.

Section 3. Eligibility

Only Members in Good Standing of this PTO shall be eligible to vote and serve in any of its elected or appointed positions.

Section 4. Nominations and Elections

The Nominating Committee shall announce to all Panther Lake Elementary families, in February, that nominations are being taken for the annual election of Officers.

Nominations shall be accepted for a period of at least seven (7) days and will be accepted by the Nominating Committee Chairperson, excluding Panther Lake Elementary Staff and current President.

The Board shall obtain Nominees' consent to serve. Only those persons who have signified their consent to serve shall be nominated or elected to any office.

The Board shall announce the nominees at the General PTO meeting held in the month of March, and a list of the nominees and their biography shall be published on PTO social media channels and official school social media channels before the end of March.

The election of these nominees shall take place at the Annual General Meeting of the PTO ordinarily held in April of each academic year in accordance with the election procedures described herein.

Section 5. Terms of Office

All Officers, except for the Treasurer, shall assume their duties on July 1 and all serve for a term of that school year.

The Treasurer shall assume his/her duties with properly audited books as set forth in Article V of these bylaws.

No Officer shall serve more than two (2) consecutive terms on the Board in the same position.

If an individual has filled a vacancy for more than half a term, this shall be considered a full term served for purposes of counting terms.

Section 6. Officers' Absences

A vacancy shall be declared to exist in an office should its holder miss three (3) consecutive Board meetings or general meetings without Good Cause, upon resignation, or upon removal from office.

The Board shall determine "Good Cause" by majority vote in the exercise of its reasonable discretion. However, documentation from a doctor, urgent care, hospital, or similar facility shall in all cases constitute Good Cause.

Section 7. Removal from Office

Any Officer who fails to perform his/her duties in a timely manner, shows gross negligence, misappropriated of funds, enters an undocumented conflict of interest, or fails to adhere to the Panther Lake Elementary PTO Code of Conduct may be asked to resign by a two-thirds vote at a regular PTO meeting.

Advance notice for the vote to request Resignation shall be given to the PTO Membership and Officer being voted upon, at least seven (7) days prior to the Regular or Special Meeting in which the vote will take place.

Upon successful vote of Resignation Request, the Officer has seven (7) days to respond, in writing to the PTO Membership, of Resignation or Challenge.

Officer, after above identified notice and response periods have been met, may be Forcefully Removed from their position by a two-thirds vote at a regular or Special PTO meeting.

Advance notice for the vote to Forcefully Remove, in addition to the Board's reasons and Officer's response shall be given to the PTO Membership at least seven (7) days before the meeting in which the vote will take place.

Section 8. Vacancies

A. Vacancy of President

In case a vacancy occurs for the office of President, a Vice President or Co-Vice Presidents shall serve until a new President is elected or for the remainder of the unexpired term if none is chosen.

A new Vice President shall then be nominated by the Board to serve the remainder of the unexpired term, with such appointment to be ratified at the next General Meeting by a majority vote.

B. Vacancies in Offices Other than President

Any vacancy occurring on the Board, except for the office of President, may be filled for the remainder of the unexpired term.

Nominations can be taken from the floor during any regular or special meeting called to fill a vacancy and Nominees may be approved by a majority vote of the remaining Members of the Board at the next General Meeting or by Special Meeting by a majority vote.

Such appointment must be ratified by a majority vote at the General PTO meeting.

Section 9. Directors and Officers Insurance

The Organization shall provide Directors & Officers Insurance (D&O).

Article VI – Meetings

Section 1. General Meetings

Regular meetings of the full Membership ("General Meetings") shall be held at least four (4) times during the school year. At the Board's discretion, these meetings may be held monthly, as feasible, and be scheduled on the same day and same time for each occurrence to be determined by the Executive Board.

Section 2. Special Meetings

Special meetings may be called by the President and any two (2) Members of the Executive Board, or five (5) General Members submitting a written request to the Secretary.

Section 3. Annual Meetings

The Annual Meeting will be held at the April General Meeting. The annual meeting is for receiving reports, electing Officers, and conducting other business that should arise.

Section 4. Quorum

At General and Annual PTO meetings, ten (10) Members including any Board Members in attendance shall constitute a quorum.

At Special Meetings, six (6) Members including any Board Members in attendance shall constitute a quorum.

Section 5. Notification of Meetings

Dates and times of General Meetings shall be determined by the Board and announced at least seven (7) days prior to the General Meeting.

Date and time of Special Meetings shall be sent to Full Members at least forty-eight (48) hours prior to the meeting.

The Secretary will provide Notice to the Members of the meetings via email, and other notices published through the PTO social media channels, the PTO website, and printed flyers for student body to take home shall constitute sufficient notice if such information is distributed in sufficient time to satisfy the seven (7) day requirement.

Section 6. Voting

Each Member in Good Standing present at a General Meeting shall have one vote and one (1) vote shall be counted per household.

Voting by proxy will not be permitted in lieu of in-person voting at a General Meeting, as it is important that each voting Member be present to hear and consider all sides of discussion and debate.

Section 7. Schedule Changes

The Board has the authority to change or cancel a General Meeting date and/or time as it deems necessary.

If a meeting is rescheduled, seven (7) days advance notice must be given for the new meeting date and time.

General Meetings delayed by up to 20 minutes may proceed without the need to be rescheduled.

Section 8. Minutes

All minutes of general meetings shall be read or displayed for approval at the following General Meeting by the Secretary.

All minutes of any PTO meetings, including all Executive Board Meetings and Special Meetings, shall be made available on the PTO website within seven (7) days after the meeting was adjourned.

Article VII – Executive Board

Section 1. Membership

The Executive Board shall consist of the Officers and standing committee chairs.

Section 2. Duties

To transact necessary business in the intervals between general meetings and such other business as may be referred to it by the organization.

To create standing committees and special committees; To approve the plans of work of the Standing Committees and Special Committees; To present reports at the General Meetings.

To appoint an auditor at least four (4) weeks prior to the PTO fiscal year end to audit bank accounts, P&L statement, cashflow statement, accounts payable and receivables histories.

To prepare, along with the Treasurer, a budget for the fiscal year. This budget shall be submitted to the General Membership for approval.

To approve routine bills within the limits of the budget; To transact emergency business in the interval between Board meetings.

To train incoming Board Members to ensure a smooth transition, including handing over of all records, documents, Binders, and materials pertaining to the office at the end of the term of term.

Section 3. Meetings

The PTO Executive Board shall meet at least once every two months at a predetermined time and place, or as determined by the Board.

The Board is authorized to coordinate scheduling in person or via email.

Board Meetings may also be attended via video conference, if such a service is provided, but all voting must take place in-person.

Section 4. Special Meetings

Special Meetings may be called by the President and any two (2) Members of the Executive Board, or five (5) General Members submitting a written request to the Secretary.

Secretary will provide notice of the Special Meeting to all Members within twenty-four (24) hours of request; and within forty-eight (48) hours of date/time scheduled for meeting.

Section 5. Quorum

For Executive Board Meetings, one-half (1/2) the number of Board Officers plus one (1) shall constitute a quorum.

For General and Annual PTO meetings, ten (10) General Members, including any Board Members in attendance, shall constitute a quorum.

At Special Meetings, six (6) General Members, including any Board Members in attendance, shall constitute a quorum.

Article VIII – Standing and Special committees

Section 1. Membership

Committees may consist of General Members and Board Members, with the President and Vice President(s) acting as an ex-officio Member of all committees.

Section 2. Standing Committees

The Board may create such standing committees as it may deem necessary to promote the objectives and carry out the work of the organization.

Standing committee Chair

The Executive Board shall elect, by majority vote if a quorum is present, a Committee Chair for each standing committee at the next available scheduled meeting or by special meeting.

Terms of Office

Standing Committee Chairs are elected for one (1) year and may serve no more than three (3) consecutive terms in the same office.

Plan of Work

The Chairperson of each Standing Committee shall present a proposed plan of work to the Executive Board for approval.

No Committee work shall be undertaken without the consent of the Board.

All Board approved purchases made by Standing Committee Chair, staying within the approved budget, may be reimbursed through the process described in these bylaws, or purchased by the PTO President or Treasurer with the assistance of the Standing Committee Chair.

Section 4. Special committees

The power to form Special Committees and appoint their Chairperson(s) rests with the Executive Board.

All Board approved purchases required by Special Committee, staying within the approved budget, may be purchased through the PTO President or Treasurer with the assistance of the Special Committee Chair.

Article IX – Budget, Expenditures, Funds, and Audit

Section 1. Budget

The proposed school year budget will be drafted in the Spring, prior to the end of the school year by the current Executive Board and the Treasurer shall present to the General Membership for ratification at the last General Meeting, prior to summer break.

After the approval of the budget, any changes, or updates to the budget, which exceed two-hundred and fifty dollars ($250) per line item, must be approved by the Executive Board by a majority vote.

It is the responsibility of the Treasurer to report whether the PTO has the funds requested for new disbursements or expenditures prior to approval.

All expenditures must be approved via an approved budget line item.

Section 2. Check Signing

Authorized signers shall be the current term President, Co-Vice Presidents, and the Treasurer, who shall be kept on file at the bank.

Two authorized signatures shall be required on all PTO checks. If Dual Signature lines are not provided on check, second (2nd) signature will be on the Memo line and after any such memo provided.

Section 3. Petty Cash Disbursements

The President and Co-Vice Presidents will have the authority to make purchasing decisions up to fifty dollars ($50) debited from bank account for an item not included in the budget up to one time per month without seeking approval of the Board.

Such expenditures, along with supporting documentation or receipts, shall be reported at the next General Board meeting.

Receipts must be made available seven (7) days in advance to the Treasurer.

Treasurer may create and be responsible for the Petty Cash Drawer, not to exceed two hundred dollars ($200) of PTO funds and checked out to any Officer or Special Committee Chair for the purpose of conducting cash business at meeting and events.

Section 4. Expenditures Outside of the Budget

Expenses outside the Approved Budget, that exceed one thousand dollars ($1000.00) must be presented to and approved by a majority of the Members attending a General Meeting.

Allocations for approved expenditures may be exceeded by ten percent (10%) without a General Membership vote for budget or line items modification.

Differences more than ten percent (10%) must be voted upon by the Executive Board, or if such amount exceeds one thousand dollars ($1,000) per line item then by the General Membership must vote.

Section 5. Reimbursement

The Board must approve all expenses of the organization by a majority vote at a Board meeting prior to the funds being spent or disbursed.

No Member shall be reimbursed for expenses on behalf of the PTO unless the expense is approved by a majority vote of the Executive Board prior to the purchase. If Member makes a purchase that is not approved by the Board, them the Member is responsible for the amount spent and no Reimbursement by the PTO will take place.

To request payment or reimbursement from the PTO a reimbursement request form, found on the PTO website, must be completed. Reimbursement request must include an invoice/ receipt and proof of payment. The reimbursement request form must be submitted to the Treasurer by email or printed copy.

No reimbursement shall be approved without a receipt or invoice and an approved (signed) reimbursement form.

President, Co-Vice Presidents, and Treasurer approve reimbursement request and Treasurer will disperse check within seven (7) days post approval.

Section 6. Funds

Any funds collected in cash or check shall go directly from the Committee Chair to the Treasurer, who will deposit them in PTO's Bank Account, within twenty-four (24) hours of receipt. If the bank is not open, monies will be stored in a secure manner by the Treasurer until such time as a deposit can be made.

All funds deposited in Bank Account require a receipt of deposit from Bank.

Any dismemberment of funds over one thousand dollars ($1,000) requires specific approval by majority vote of General Membership.

Funds may be disbursed directly to Panther Lake Elementary, for programs in which Panther Lake Elementary does not receive any federal, state, or county monies, with a majority vote of the Board.

If a check is written to the PTO and returned for insufficient funds, the Treasurer will call and email Check Originator, upon notification from the bank. A request for the amount plus an additional fifteen dollars ($15) will be assessed. The Check Originator will have five (5) days from the NSF Notice to make a valid payment. If payment is not received the PTO has the right to contact legal counsel and proceed with their recommendation of resolution.

Upon dissolution of this PTO, Treasurer will use any remaining funds to pay all previously approved outstanding bills with Geneal Membership approval. Any remaining funds will be disbursed to Panther Lake Elementary School, unless a Parent-Teacher Association (PTA) is formed, in which case remaining funds will be transferred to PTA. If Panther Lake Elementary School is also dissolved, then any remaining funds will be equally divided and disbursed by Treasurer, amongst any current and active Orange County Elementary School's PTO(s) within a five (5) mile diameter of Panther Lake Elementary School.

Section 7. Reserved Funds

At fiscal year-end, the Board shall reserve at least five thousand dollars ($5,000) as a minimum bank balance to be used by the following year's PTO.

Reserve funds may be held in a separate account to accrue interest.

Section 8. Annual Audit

An annual audit of the outgoing Treasurer's records and accounts shall be performed by an independent auditor. The auditor shall be nominated by the Executive Board, voted upon by the General Membership, and shall not include any Member of the Executive Board, Standing Committee Chairpersons, or their immediate families, including in-laws.

The auditor, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. This report should be dated no later than June 30 of the current fiscal year end and shall be given by the Treasurer at the next Board meeting following the completion of the audit. This report shall be made available via the PTO website no later than seven (7) days after that Board meeting.

Article X – Parliamentary Authority

The most current edition of Robert's Rules of Order shall govern this PTO in all cases in which they are applicable and in which they are not in conflict with these by-laws. If there is conflict, the Organization's bylaws prevail. The most current version of Robert's Rules of Order can be obtained at https://robertsrules.com/

Article XI – Amendments

These bylaws may be amended at any General Meeting by a two-thirds (2/3) vote of the Members present and voting, provided that the proposed amendments have been submitted in writing at the previous regular meeting and published on the PTO website and through the PTO's social media channels at least ten (10) days prior to the meeting at which the amendments are to be voted upon.

Article XII – Conflict of Interest Policy

Section 1. Purpose

The purpose of the Conflict of Interest Policy is to protect this 501c3 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 Florida state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- 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.
- 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 the organization has a transaction or arrangement.
    - A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
    - 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. Under Article

XII, 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

- 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.
- 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.
- Procedures for Addressing the Conflict of Interest:
    - 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.
    - 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.
    - 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.
    - 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, assuming a quorum, 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.
- Violations of the Conflict of Interest Policy.
    - 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.
    - 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 4. Records of Proceedings

The minutes of the governing Board and all committees with 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 governing Board's or committee's decision as to whether a conflict of interest in fact existed.

- 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 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.

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.

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 such person:

- Has received a copy of the Conflict of Interest policy and,
- Has read and understood 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 that accomplish one or more of its tax exempt purposes as defined in Article II – Purpose.

Section 7. 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:

- 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 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 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article XII, 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.

Article XIII – Insurance

The organization shall maintain a general liability insurance policy with no less than one million dollars ($1,000,000) per occurrence and two million dollars ($2,000,000) annual aggregate or the minimum coverage amounts required by Orange County Public School District for the school year.

Article XIV – Signatures

The undersigned hereby certify that these bylaws were adopted on the 30 **day of** October, 2023**:**

Michelle Sugarman
President (name)

President (signature)

Karin mesquita
Vice President (name)

Vice President (signature)

optional election - null
Vice President (name)

null
Vice President (signature)

Anne Witte-Russo
Secretary (name)

Anne Witte-Russo
Secretary(signature)

Lydia Warmsley
Treasurer (name)

Treasurer (signature)