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 Panther Lake Elementary students and staff 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; fostering a community atmosphere; and supporting 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") and holds public charity status under Section 509(a)(2).

Article III – Articles of Organization

The PTO exists as an incorporated organization of its Members. Its "Articles of Organization" consist of 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; any current Panther Lake Elementary Staff Member; and anyone who has current ADDitions approval and affiliation with a student, teacher, or staff member at Panther Lake Elementary; who subscribe 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. Members are those individuals who have completed a PTO registration form and/or signed-up for PTO communications.

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

Section 2. Dues

No dues are required to be a Member of the PTO. The amount of the dues may be changed annually by the Board via a majority vote, and changes must be communicated to Members 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

All Members must 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 office or other vote 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 Presidents, a Secretary, a Treasurer, a Media & Marketing Officer, no more than two (2) Events & Fundraising Officers, and a Multilingual Liaison Officer.

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 lieu of a President. In the event of Co-Vice Presidents in the absence of a President, the Co-Vice Presidents shall be responsible for the duties outlined below related to the positions of President and Vice Presidents.

If there are multiple nominees for any one office position, Officers shall be elected by ballot by Members in Good Standing at the Annual Meeting in the month of April. The elected Officers shall be announced at the last General Meeting of the academic year, with new Officers being installed on July 1.

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

Current Officers shall hold office until their successors are duly elected and installed, unless the Officer resigns or the Officer is removed from Office as prescribed herein.

Section 2. Officer Position Duties and Responsibilities

A. President

- Attend and preside over all scheduled General Meetings and Executive Board Meetings and create the agenda for each meeting.
- Appoint all Committee Chairs for standing and special committees with the approval of the Executive Board.
- Sign all contracts and documents authorized by the Executive Board.

- Ensure all annual dues, filings, and memberships, including Corporate Filings, insurance, taxes, website domain renewals, are timely renewed and paid, in conjunction with the Treasurer.
- Serve as official representative of the PTO, authorized to act on behalf of the PTO.
- Be an ex officio Member of all committees.
- Coordinate the work of the Officers and Committees Chairs of the PTO so that objectives are met.
- Dually responsible with the Vice President(s) for meeting with the Panther Lake Elementary Principal and serving as a liaison between the PTO and school administration and faculty.
- Work with Executive Board Members and applicable committees to draft and implement policies, procedures, guidelines, and bylaw changes as needed, upon Executive 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(s) and Secretary.
- Dually responsible for all technology administration and online accounts with the Treasurer and Secretary.
- Update the Executive Board 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 Executive Board.

B. Vice President(s)

- Attend all scheduled General Meetings and Executive Board Meetings.
- Sign all contracts and documents authorized by the Executive Board, if there is no President or in the event the elected President is unavailable or unable to do so.
- Be an ex officio Member of and oversee all standing committees of this organization. Work in conjunction with the Events and Fundraising Officer(s) and committee chairs to coordinate planning meetings, obtain volunteers, and assist with logistical needs for events.
- Work with the Secretary to ensure PTO volunteer hours are tracked across events and committees.
- Cultivate and maintain relationships with our Panther Lake parent community, including volunteer coordination for events.

- Dually responsible with the President for meeting with the Panther Lake Elementary Principal and serving as a liaison between the PTO and school administration and faculty.
- Perform the duties of the President in the absence or disability of the 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.
- Act as a liaison for the Panther Lake Elementary Room Parents providing PTO updates and communications, in conjunction with the Secretary and Media & Marketing Officer.
- Work with other Executive Board Members and committees to draft and implement policies, procedures, guidelines, and bylaw changes as needed, upon Executive Board approval.
- Partner with other Executive Board Members to conduct an annual volunteer drive at the beginning of the school year in conjunction with Kindergarten Orientation, Meet the Teacher, and Open House.
- Perform such other duties as may be described in these bylaws or assigned to him/her by the Executive Board.

C. Secretary

- Serve as custodian of PTO records, maintaining a permanent file of all minutes, agendas, reports, charter, bylaws, and any correspondences.
- Assist as needed the President or (Co-)Vice President(s) with preparing the agenda for all General Meetings.
- Accurately and concisely record the minutes of all General Meetings and provide to the Media and Marketing Officer to publish on the PTO website.
- Read or display the minutes of the preceding meeting at each General 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 (Co-)Vice-President(s).
- Maintain meeting attendee sign-in sheet and roster for all General and Executive Board Meetings.
- Create and maintain a PTO volunteer hour tracking log to ensure PTO volunteer hours are tracked. This includes preparation of event volunteer sign-in sheets, and recurring committee/event volunteer tracking documents, and coordinating with event/committee leads to complete sign-in sheets at each event.
- Prepare the correspondence of the PTO as requested, including but not limited to: PTO monthly newsletters; event and membership emails to PTO Members and Panther Lake's faculty and staff; marketing and donation requests and thank you letters; and otherwise as needed for various fundraising and marketing events in conjunction with the other Officers.
- Act as a liaison for the Panther Lake Elementary Room Parents providing PTO updates and communications, in conjunction with the Vice President(s) and Media & Marketing Officer (if requested by PLE admin).

- Custodian of all technology administration and online accounts, except for financial platforms, including but not limited to: Facebook PTO page; Officer email accounts; the PTO Website; and PTO membership accounts such as SignUp Genius, Canva, Wix, and vendor and shopping accounts.
- Create and maintain a current membership roster, to be updated annually at the commencement of the school year and maintained regularly throughout the school year. This includes updating and creating an email list-serve of all active Members for communications throughout the school year.
- Ensuing all deadlines and required tasks set forth in these bylaws and scheduled events are calendared on the shared PTO calendar.
- Perform such other duties as may be delegated to him/her by the President and/or the Executive Board.

D. Treasurer

- Along with the President have custody of funds of the PTO as a signer for all financial/bank accounts.
- Be responsible for the accounting, financial reporting, tax preparation, maintenance of the 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 Executive Board.
- Present a financial statement at all General Meetings and at other times when requested by the Executive Board and include year-to-date income and expense, cashflow, and budget vs actuals reporting.
- Ensure all financial and corporate forms are properly filed with the State of Florida.
- Ensure the PTO's taxes are prepared and filed no later than November 1st of each calendar year, through MoneyMinder.
- 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 within thirty (30) days after the end of the PTO's financial year.
- Ensure all annual dues, filings, and memberships, including Corporate Filings, insurance, taxes, website domain renewals, are timely renewed and paid, in conjunction with the President.
- 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 Executive Board.

E. Media & Marketing Officer

- Serve as primary lead for the promotion of all PTO activities, including but not limited to news, events, fundraising opportunities, meetings, and membership information.

- Ensure consistency of the PTO brand on all promotional and marketing materials, as well as PTO social media pages and the PTO website.
- Maintain all official PTO social media accounts, including but not limited to the Facebook page and Instagram account. This includes creating posts to share PTO news, events, fundraising opportunities, membership information, and other relevant activities.
- Maintain an administrator role for PTO-managed Facebook groups, including the Panther Lake Elementary School Parents page, the Room Parents page, and applicable PTO committee groups.
- Compile and submit PTO materials to the appropriate Panther Lake Elementary staff member(s) for use in the Panther Print newsletter.
- Create printed fliers and coordinate with Panther Lake Elementary staff members to distribute, as needed.
- Work with Events & Fundraising Officer to help ensure all promised Sponsor benefits are delivered upon (website acknowledgements, social posts, Panther Print acknowledgements, Front Office TVs, etc.)
- Create print materials and signage for use at PTO events and for other purposes, as needed.
- Serve as PTO webmaster, creating and posting content, and ensuring the website is up-to-date.
- Regularly communicate with the Multilingual Liaison Officer to ensure PTO information is translated and distributed to ESL families on various platforms.
- Perform such other duties as may be delegated to him/her by the Executive Board.
- Post the minutes for each PTO General Meeting on the PTO website within seven (7) days after the meeting was adjourned.

F. Events & Fundraising Officer(s)

- Assist in planning a year-long schedule of PTO events in coordination with all Executive Board Members.
- Oversee all committees that organize and run each specific/special events, including creating initial planning meetings with the committee lead and at least one (1) Executive Board member, reviewing the available budget, discussing a timeline, volunteer needs, and tasks for planning of the event.
- Partner with Vice-President(s), and other Executive Board Members to conduct an annual volunteer drive.
- Partner with the President, other Executive Board Members, Committee Chairs, local businesses, and donors to raise funds in alignment with the approved budget.
- Cultivate and maintain partnerships with local businesses who can provide monetary donations, sponsorship, product donations, and/or host events.
- 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.

- Assist Teacher Appreciation Chair with 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.
- Perform such other duties as may be delegated to him/her by the Executive Board.

G. Multilingual Liaison Officer

- Serve as an information resource for PTO-wide family involvement and communication for ESL Members.
- Regularly communicate with ESL Members to share PTO information on various platforms, including but not limited to the monthly PTO newsletter, Facebook, Instagram, printed flyers, and the 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.
- Work with the Media & Marketing Officer to translate social media posts as needed.
- Perform such other duties as may be delegated to him/her by the Executive Board.

Section 3. 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. This includes maintaining copies of records related to each Officer's position within the PTO shared Google drive.

Deliver to their successors all official material, including the Binder, and all electronic records, not later than fourteen (14) days following the end of their term of office or upon their resignation or removal from office.

Section 4. 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 5. Nominations and Elections

In February, the Executive Board shall announce to all Panther Lake Elementary families that nominations are being taken for the annual election of Officers and will provide information on the nomination process.

Written nominations shall be accepted for a period of at least seven (7) days by the Executive Board.

The Executive Board shall announce the nominees at the General PTO Meeting held in March, and a list of the nominees and their biographies shall be sent to Membership by email and/or published on PTO 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 6. Terms of Office

All Officers 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 these bylaws.

No Officer shall serve more than two (2) consecutive terms on the Executive Board in the same position, unless there are no other nominees for the given position, in which case an Officer may continue in the position as long as approved by a majority vote of the Executive Board.

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 7. Officers' Absences

A vacancy shall be declared to exist in an office should its holder miss three (3) consecutive Executive Board Meetings or General Meetings without Good Cause, upon resignation, or upon removal from office. The Officer will be notified of their non-compliance and removal of office due to vacancy and unless Good Cause is provided within seven business (7) days, the Officer's position shall be terminated and considered a vacancy.

The Executive 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 8. Removal from Office

Any Officer who fails to perform his/her duties in a timely manner, shows gross negligence or misappropriation 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 the Executive Board through a written request for resignation.

Upon receipt of a request for resignation, the Officer shall have seven (7) business days to either resign in writing or challenge the request for resignation.

In the event of a challenge to the request for resignation, a vote shall take place at the next General Meeting. Advance notice of the vote on the requested resignation shall be given to the PTO Membership and Officer being voted upon, at least seven (7) days prior to the General or Special Meeting in which the vote will take place.

The 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 General or Special PTO meeting, effective immediately. Any Officer who is removed by use of this provision, must provide immediate access to any online accounts, return any PTO credentials and property, must refrain from intentional destruction or deletion of PTO information and/or property, and must immediately cease from representing themselves as a member of the PTO Executive Board.

Section 9. Vacancies

Vacancy of President

In case a vacancy occurs for the office of President, a Vice President or Co-Vice Presidents shall serve for the remainder of the unexpired term.

If a current Vice President assumes the role of President and there is no Co-Vice President, a new Vice President may then be nominated by the Executive Board to serve the remainder of the unexpired term, with such appointment to be ratified at the next General Meeting by a majority vote.

Vacancies in Offices Other than President

Any vacancy occurring on the Executive 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 General or Special Meeting called to fill a vacancy and Nominees may be approved by a majority vote of the remaining Members of the Executive Board at the next General Meeting or by Special Meeting by a majority vote.

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

Section 10. Directors and Officers Insurance

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

Article VI – Meetings

Section 1. Executive Meetings

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

Executive Board Meetings may also be attended via video conference, if such a service is provided.

Section 2. General Meetings

Regular meetings of the full Membership ("General Meetings") shall be held at least four (4) times during the school year. At the Executive 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 3. 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 4. 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 5. Quorum

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

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

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

Section 6. Notification of Meetings

Dates and times of General Meetings shall be determined by the Executive 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, or printed flyers for the 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 7. 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 8. Schedule Changes

The Executive 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.

Section 9. 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 – Standing and Special Committees

Section 1. Standing Committees

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

The Chairperson is responsible for working in conjunction with the Events & Fundraising Officer(s), with oversight by the President, Vice-President(s), and Treasurer, to plan and execute the committee's events/activities.

Standing Committee Chair

The Executive Board shall appoint a Committee Chair by majority vote for each standing committee when deemed necessary.

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, unless there are no other nominees for the given position, in which case a Committee Chair may continue in the position as long as approved by a majority vote of the Executive Board.

Plan of Work

Committee work shall be approved by the Executive Board prior to being undertaken.

All Executive Board approved purchases made by the 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 2. Event Committees

Event committees may be formed, and a Chairperson appointed, at the discretion of the Executive Board, as needed.

The Event committee and/or Chairperson is responsible for working in conjunction with the Events & Fundraising Officer(s), with oversight by the President, Vice-President(s), and Treasurer, to plan and execute the event.

Article VIII – Budget, Expenditures, Funds, and Audit

Section 1. Budget

The proposed school year budget will be drafted in the summer and by the newly elected Executive Board and the Treasurer shall present to the General Membership for ratification at the first General Meeting of the school year.

After the approval of the budget, any changes, or updates to the budget, which exceed Five Hundred Dollars ($500.00) 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 and the Treasurer, who shall be kept on file at the bank.

Section 3. Petty Cash Disbursements

The Treasurer may create and be responsible for the Petty Cash Drawer, not to exceed three hundred dollars ($300) of PTO funds and be checked out to any Officer or Committee Chair for the purpose of conducting cash business at meetings and events.

Section 4. Expenditures Outside of the Budget

Expenses outside the Approved Budget, that exceed one thousand dollars ($1,000.00) 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 ($1,000.00) per line item then by the General Membership must vote.

Section 5. Reimbursement

The Executive 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 a Member makes a purchase that is not approved by the Executive Board, then 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 must be completed. Reimbursement requests 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.

The President or Treasurer may approve reimbursement requests and the Treasurer will disperse the check within seven (7) days post approval.

Section 6. Funds

Any funds collected in cash or by check shall go directly to the Treasurer or President, who will deposit them in the PTO's Bank Account of receipt. If the bank is not open, monies will be stored in a secure manner by the Treasurer or President until such time as a deposit can be made.

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

Any dismemberment of funds over one thousand dollars ($1,000.00) 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 Executive 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, the Treasurer will use any remaining funds to pay all previously approved outstanding bills with General 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 the 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 Executive Board shall reserve at least five thousand dollars ($5,000.00) as a minimum bank balance to be used by the following year's PTO.

In the event of a fundraiser spanning the course of more than one fiscal year, where funds are ear-marked for a specific allocation taking longer than that fiscal year to complete, those funds may be carried over from year to year, until completion, and accounted for as a line item within the subsequent year's budget.

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 must be conducted annually, by November 30 of each year, and must be performed by an independent auditor. The auditor shall be nominated by a majority vote of the Executive Board, and shall not include any Member of the Executive Board, Standing Committee Chairpersons, or their immediate families, including in-laws.

The auditor, at the completion of the audit, should provide a signed written summary of findings within thirty (30) days of completion of the audit. The auditors findings will be presented by the Treasurer at the next Executive Board meeting following the completion of the audit and published on the PTO website no later than seven (7) days after that Executive Board meeting.

Article IX – 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 X – 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 general 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 XI – Conflict of Interest Policy

Section 1. Purpose

The purpose of the Conflict of Interest Policy is to protect this 501(c)(3) 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 Executive Board with 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 XI, a person who has a financial interest may have a conflict of interest only if the appropriate governing Executive 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 Executive 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 Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive 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 Executive 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 Executive 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 Executive 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 Executive 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 Executive 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 Executive 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 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 governing Executive 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 Executive 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 Executive 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

By signing these bylaws, each Executive Board Officer 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, as needed, by the President and Treasurer. 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 XI, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing Executive Board of its responsibility for ensuring that periodic reviews are conducted.

Article XII – Insurance

The organization shall maintain a general liability insurance policy with no less than one million dollars ($1,000,000.00) per occurrence and two million dollars ($2,000,000.00) annual aggregate or the minimum coverage amounts required by Orange County Public School District for the school year.

Article XIII – Signatures

The undersigned hereby certify that these bylaws were adopted on the 22nd day of June, 2026:

Martina Lanfersiek	[illegible signature]
President (name)	President (signature)
CINDY WOODCOCK	Cindy Woodcock
Vice President (name)	Vice President (signature)
Whitney Stephens	Whitney Stephens
Vice President (name)	Vice President (signature)
Jamie LeBoeuf	[illegible signature]
Secretary (name)	Secretary (signature)
Jennifer Hodges	[illegible signature]

Treasurer (name)

Liz Roth

Event and Fundraising Officer (name)

Marina Ornellas Montrezo

Event and Fundraising Officer (name)

Ana Kimelton

Media and Marking Officer (name)

Jennifer CS. Lopez

Multilingual Liaison Officer (name)

Treasurer (signature)

Event and Fundraising Officer (signature)

Event and Fundraising Officer (signature)

Media and Marketing Officer (signature)

Multilingual Liaison Officer (signature)