

**BYLAWS OF THE
CAPITOL HILL MONTESSORI PTSO**

ADOPTED JUNE 1, 2011
AMENDED OCTOBER 6, 2011
AMENDED AND ADOPTED REVISIONS
June 5, 2014
AMENDED AND ADOPTED REVISIONS
June 2, 2016

BYLAWS OF THE
CAPITOL HILL MONTESSORI PARENT
TEACHER STUDENT ORGANIZATION

Article I - Name

The name of this Organization is Capitol Hill Montessori at Logan Parent Teacher Student Organization (the Organization) doing business as “Capitol Hill Montessori Parent Teacher Student Organization.”

Article II - The Organization

The Organization is a non-profit, membership corporation organized in accordance with the laws of the District of Columbia.

Article III - Purposes

Section 1. The purposes of the Organization are:

The mission of the Capitol Hill Montessori Parent Teacher Student Organization of the Capitol Hill Montessori is to collaborate as a school community to support the school financially and programmatically in the principles and practices of Montessori in order to help the children reach their fullest potential through fostering: strong global citizens, who welcome and value the ideas, beliefs and cultures of other people, through ongoing programming; communication and engagement among families and school staff, as well as relationships within the community; and partnership with families and school staff to create a caring school community where the children come first, education is celebrated and each student gains the skills and knowledge that will lead to a productive, creative and satisfying life.

Section 2. The Organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

Article IV - Basic Policies

The following are basic policies of the Organization:

Section 1. The Organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The name of the Organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the purposes of the Organization.

Section 3. The Organization shall not – directly or indirectly – participate in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. The Organization shall work with the school to provide quality education for all children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the Chancellor of DC Public Schools, Office of the State Superintendent of Education, and the State Board of Education.

Section 5. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Section 6. Notwithstanding any other provision of these articles, the Organization shall not carry on any activities prohibited (i) to an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) to an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 7. Upon dissolution of the Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed to one or more non-profit funds, foundations or organizations that have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 8. Voting by proxy in meetings of the Organization or the board of the Organization is not allowed.

Article V - Membership and Dues

Section 1. Eligibility. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal, any teacher, and any staff employed at the school may be a member and have voting rights (collectively the members).

Section 2. Dues. Dues, if any, will be established by the Board.

Section 3. Non-Discrimination. Membership in this PTSO shall be made available without regard to race, color, creed, sexual orientation, gender identity/expression, religion, family status or national origin to any parent, guardian, or other adult standing in loco parentis for a student at the school.

Article VI - The Board

Section 1. Membership. The Board shall consist of the officers, representatives, and principal.

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

- a. to transact necessary business in the intervals between meetings of the members and other such business as may be referred to it by the members;
- b. to create standing and special committees;
- c. to approve the plans of work of the standing committees;
- d. to select an auditor or a financial review committee to review the treasurer's accounts and help in the preparation of the budget;
- e. to prepare and submit to the members for adoption a budget for the year; and
- f. to approve routine bills within the limits of the budget or at the direction of the membership.

Section 3. Meetings. Regular meetings of the Board shall be held during the school year, the time to be fixed at its first meeting of the year. Special meetings of the Board may be called by any two Board members with three day's written (including electronic) notice.

Section 4. Quorum. Half the number of Board members plus one constitutes a quorum.

Section 5. Voting. Unless otherwise specified in these bylaws, if there is a quorum present, a resolution or action may be approved by the Board if the majority of those present at the meeting vote in favor of the resolution or action. In the absence of a meeting, the Board may approve actions by written consent of the Board members. Such consent may be given in writing or by email. Board members shall be provided five (5) calendar days to review and approve or reject any such actions. Requests for such action may be sent by any officer.

Article VII – Officers, Representatives, and Elections

Section 1. Officers. The officers shall be: a president, a vice president, a secretary, two treasurers, and two at-large members.

Section 2. Representatives. A liaison between the PTSO and the Local School Advisory Team (LSAT) appointed by the LSAT (if the LSAT opts in), one teacher representative from the Primary classes, one teacher representative from the Lower Elementary classes, one teacher from the Upper Elementary classes, and one teacher from middle grades classes shall serve as representatives on the Board.

Section 3. Student Representatives. There shall be two student representatives who will be non-voting members of the Organization that may be elected or appointed based on interest. The student representatives shall be at least 8 years old at the time of election or appointment.

Section 4. Recruitment and Elections. Officers and representatives shall be elected by ballot (or by voice vote in the case of an uncontested office) before the end of the school year. The Board shall recruit and identify at least one member to run for each seat.

Section 5. Eligibility. Any member of the CHM PTSO community is eligible to seek a Board position. Members are eligible for office if they are members in good standing before the nominating committee presents its slate.

Section 6. Terms of Office. Officers shall assume their official duties July 1, and shall serve for a term of one year or until their successors are elected, except the treasurers shall serve two-year staggered terms. For example, one treasurer shall be elected to a two year term in Year 1 and the second treasurer shall be elected to a two year term in Year 2. Each person shall hold only one office at a time.

Section 7. Vacancies. If there is a vacancy in the office of the president, the vice president will become the president. At the next regularly scheduled meeting of the members, a new vice president will be elected. A vacancy occurring in any other office shall be filled for the unexpired term of that officer by a majority vote of the remaining officers of the board, after written (including electronic) notice of such election having been given.

Section 8. Removal from Office. Officers can be removed from office by a two-thirds vote of those present at a regular meeting of the members provided at least seven days previous written (including electronic) notice has been given.

Article VIII– Duties of Officers and Representatives

Section 1. President. The president shall:

- a. preside at all meetings of the Organization and of the Board;
- b. perform such other duties as may be prescribed in these bylaws or assigned to the president by the Organization or by the Board;
- c. be a member ex officio of all committees; and
- d. coordinate the work of the officers and committees of the Organization in order that the purposes may be promoted.

Section 2. Vice President. The vice president shall:

- a. act as an aide to the president;
- b. perform the duties of the president in the absence or inability of that officer to act;
- c. perform such other duties as may be determined by the Board from time to time; and
- d. enforce Robert’s Rules of Order Newly Revised at meetings.

Section 3. LSAT Representative. The LSAT representative shall be a voting member of the Local School Advisory Team (LSAT), shall represent the Organization to the LSAT and be a conduit between the two organizations if the LSAT chooses to appoint a representative to the PTSO.

Section 4. Treasurers. The Treasurers shall:

- a. have custody of all of the funds of the Organization;
- b. keep a full and accurate account of receipts and expenditures;
- c. make disbursements as authorized in writing by the Board or the individual authorized by the Board (as reflected in a Board resolution) for each line item in the budget adopted by the Organization;
- d. present a financial statement at every meeting of the members of the Organization and at other times when requested by the president or Board;
- e. make a full report at the meeting of the members of the Organization and at other times when requested by the president or Board;
- f. be responsible for the maintenance of such books of account and records as conform to the requirements of these bylaws;
- g. have the accounts examined annually or upon change of a co-treasurer (whichever is sooner) by an auditor or a financial review committee of not fewer than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report;
- h. call a public budget preparation meeting of the members of the Organization prior to the meeting of the Board on the proposed budget;
- i. ensure the filing of federal and state taxes, and other tax forms, including 1099 forms completely and in a timely manner;
- j. file documents necessary to maintain the PTSO's tax exempt status with the Federal and District governments;
- k. maintain incorporation paperwork with the District of Columbia, including but not limited to the Master Business License for Charitable Solicitation with the District of Columbia; and
- l. acknowledge the tax-deductible contributions of contributors by January 31 of the year following their receipt by the Organization.

Section 5. Secretary. The secretary shall:

- a. be in charge of recording minutes of all meetings of the Organization and of the Board. Minutes shall be made public within seven days;
- b. maintain a current copy of the bylaws;
- c. perform such other duties as may be delegated; and
- d. maintain and distribute all correspondence.

Section 6. At-Large Members. The two at-large members shall:

- a. act as aides to the president and vice president; and
- b. perform such other duties as may be determined by the Board from time to time.

Section 7. Representatives. The teacher representatives shall represent the particular concerns of teachers and students at the school, serving as liaisons or communications facilitators among the teachers, the students and the Board. They shall assist with correspondence, in particular with the duplication and distribution of notices. The student representatives shall keep the Organization apprised of concerns, suggestions, and requests of the whole student body regardless of age or grade, and shall make reasonable efforts to gain information regarding all students. The student representatives shall be

non-voting member of the Organization and may present written or oral comments, or comments by proxy, at membership meetings or at other mutually agreeable times. If a Board meeting or membership meeting is on a topic that is inappropriate for student representatives to be present, then the student representatives shall be excused from that meeting or during a certain period of that meeting.

Section 8. Duties. All Board members shall perform the duties outlined in these bylaws and those assigned from time to time. Upon expiration of the term of office or in case of resignation, each shall give to the president, without delay, all records, books and other materials pertaining to the office, and shall return to the co-treasurers, without delay, all funds pertaining to the position.

Article IX - Meetings

Section 1. Regular Meetings. At least four regular meetings of the membership of the Organization shall be held during the school year. Dates of meetings shall be determined by the Board and announced at the first regular meeting of the year or at a time and place determined by the Board with at least 14 days written (including electronic) notice before the meeting. At least three days written (including electronic) notice shall be given for a change of date or location. The final meeting shall be held before the end of the school year.

Section 2. Special Meetings. Special meetings of the members may be called by the president or by two members of Board. Written (including electronic) notice of the special meeting shall be sent to the members at least three days prior to the meeting.

Section 3. Quorum. The quorum shall be 10 members of the Organization.

Section 4. Voting. Unless otherwise specified in these bylaws, if there is a quorum present, a resolution or action may be approved by the Organization if the majority of those present at the meeting vote in favor of the resolution or action.

Article X - Committees

Section 1. Membership. Committees may consist of members and Board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. The following standing committees shall be established by the Organization: Fundraising, Communications, and Garden, Health and Wellness. The president shall appoint the chairs of the standing committees. The chair of each standing committee shall appoint members to such committees. The Board may create additional standing committees as it may deem necessary to promote the objects and carry out the work of the Organization. The term of each chair shall be one year, or until the election of a successor.

Section 3. Work of Standing Committees. The chair of each standing committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board.

Section 4. Special Committees. The power to form special committees and appoint chairs resides with the president. The chair of a special committee shall appoint members to the committee.

Article XI - Finances

Section 1. Budget. The treasurers shall propose to the Board, with a majority present, a balanced operational budget prior to the last meeting of the members of the Organization during each school year. Upon its approval and or amendment by the Board, the proposed budget shall be submitted in the form of a resolution to the membership at the last meeting of the membership of the Organization. Upon its adoption and or amendment, the budget resolution shall become the Organization's official budget for the school year. The members of the Organization, upon recommendation of the treasurers, may from time to time amend the budget resolution adopted at the last meeting of the previous school year.

Section 2. Expenditures. The board may approve expenditures not specifically identified in the budget resolution, the total not to exceed 10% of the approved budget.

Section 3. Signatory Authority. Two authorized signatures shall be required on each check or voucher. Authorized signers shall be the president, vice president, treasurers, secretary, and at-large members. One of the authorized signers on every check or voucher shall be one of the treasurers.

Section 4. Fiscal Year. The fiscal year of this Organization shall begin July 1 and end June 30.

Section 5. Dissolution. Upon the dissolution of the Organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school in accordance with Article IV, Section 7 hereof.

Article XII - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases in which they are applicable and in which they are not in conflict with the sense and purposes of the meeting, and with these bylaws.

Article XIII – Amendments

These bylaws may be amended at any regular meeting of the members of the Organization by a two-thirds vote of the members present and voting, provided that written (including electronic) notice of the proposed amendment shall have been given at

least seven (7) calendar days in advance.

Article XIV – Dissolution

The Organization may be dissolved at any regular meeting of the members by a two-thirds vote of the members present and voting, provided that written (electronic) notice of the proposed amendment shall have been given at least fourteen (14) calendar days in advance.

Article XV – Liability of Board Members

Section 1. Personal Liability. The officers and Board members of the Organization shall not be personally liable for the debts or actions of the Organization.

Section 2. Indemnification. The Organization shall indemnify any Board member, officer, employee or agent of the Organization and protect them from any loss for any action or omission taken in good faith on behalf of the Organization, and shall purchase insurance for the purpose of such indemnification.

Article XVI – Conflict of Interest Policy

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 Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

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

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- 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 of interest. Under Section 3b of Article XVI, a person who has a financial interest may have a conflict of interest only if the appropriate 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 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 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 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 Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the 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 advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the 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 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 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 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 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 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 Board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that 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 exempt purposes.

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:

- 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 benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of Article XVI, the Organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.