

**BYLAWS OF
UPPER TOWNSHIP PTO, INC.**

The following constitutes the Bylaws of Upper Township PTO, Inc., hereinafter referred to as the "Corporation" or the "UTPTO", a nonprofit corporation organized under the laws of New Jersey.

ARTICLE I

PURPOSE

Section 1. General:

The Corporation is organized for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), or any corresponding provisions of any subsequent federal tax laws including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Code Section 501(h) of the Internal Revenue Code of 1986 or any subsequent federal tax laws. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(a), described in Code Section 501(c)(3), contributions to which are deductible under Code Section 170(c)(2), or the corresponding provisions of any subsequent federal tax laws (hereinafter referred to as "exempt organizations").

Section 2. Specific Purposes:

The specific purposes of the Corporation shall be:

- (a) The Corporation is organized for the purpose of supporting the education of children in the Upper Township School District by fostering relationships among the school, parents and teachers.
- (b) To carry on such activities related to the purposes of the UTPTO which, in the opinion of the Corporation's Board of Directors, (hereinafter referred to as the

"Board" or "Executive Board"), may be justified by the facilities, personnel, funds or other requirements that are or can be made available.

- (c) To engage in any and all activities consistent with and in furtherance of the above purposes.

ARTICLE II

MEMBERS

Section 1. 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 and any teacher employed at the school may be a member and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

ARTICLE III

OFFICERS AND ELECTIONS

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

a. President. The President shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. Vice President. The Vice President shall assist the President with the execution of the responsibilities of the President. The Vice President shall coordinate with the Chairs of the Primary School, the Elementary School and the Middle School to carry out all activities and events conducted throughout the school year.

c. Secretary. The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

d. Treasurer. The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. He or she will present a financial statement at every meeting and at

other times of the year when requested by the executive board and make a full report at the end of the year.

e. Parliamentarian. The Parliamentarian is to assist the presiding officer or other chair in the orderly running of meeting of the Executive Board and general membership which includes assisting with parliamentary procedure.

Section 2. Nominations and Elections. Elections will be held at the second to last meeting of the school year. The nominating committee shall select a candidate for each office and present the state at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a quorum is present. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its state.

Section 4. Terms of Office. Officers shall be elected by ballot, at a general membership meeting, biannually, in the month of June. Terms of office shall be two years or until a successor is elected. However, the Treasurer may serve no more than two (2) consecutive terms in that position. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in any office – including that of the President - members will fill the vacancy through an election at the next regular meeting. The Executive Board shall recommend candidates for any open office.

Section 6. Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article IV – Meetings

Section 1. Regular Meetings. The regular meeting of the organization shall be held monthly. The date of the meetings shall be announced at the preceding monthly meeting. Monthly meetings shall be held at 7:00 p.m., or at such time as determined by the Executive Board at least one month before the meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 2. Special Meetings. Special meetings may be called by the President, any two members of the Executive Board, or five general members submitting a written request to the Secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and/or by electronic means.

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

ARTICLE V

EXECUTIVE BOARD

Section 1. Membership. The Executive Board shall consist of the officers and all standing committee chairs.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

In the event that a member of the Executive Board does not fulfill their responsibilities, they shall be terminated from their position for cause at the discretion of the Executive Board.

Section 3. Meetings. Regular meetings shall be held monthly, on the same day and at the same time each month, to be determined by the Board. Special meetings may be called by any two board members, within 24 hours' notice.

Section 4. Quorum. Half the number of Board members plus one constitutes a quorum. All members of the Executive Board must be present to vote.

Section 5. Attendance Requirements: Executive Board members shall be expected to attend and participate in all Board meetings unless unavoidably prevented from doing so. In no event shall a Board member miss two consecutive meetings. In the event that a Board member has two unexplained absences, the Executive Board shall vote, by written ballot, to remove the Board member for cause.

Section 6. Honorary Board Members: The Executive Board may, from time to time, elect certain individuals to be honorary Board members in recognition of meritorious or faithful service to the Corporation or in recognition of distinguished achievement. Honorary Board members may attend meetings of the Board on invitation by the Board, but shall not vote or be counted towards a quorum.

ARTICLE VI

COMMITTEES

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

Section 2. Standing Committees. The following committees shall be created by the organization: Chair of the Primary School and Chair of the Elementary School. Prior to the

beginning of the school year each Chair of the Standing Committees shall be given a list of the responsibilities attendant to their position. In the event that a Chair does not fulfill their responsibilities, they shall be terminated from their position for cause at the discretion of the Executive Board.

Section 3. Additional Committees. The Executive Board may appoint additional committees as needed.

ARTICLE VII

FINANCES

Section 1. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

Section 2. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The Executive Board shall approve all expenses of the organization.

Section 4. Authorized signers on PTO checks shall be the President, Vice President or Treasurer.

Section 5. The Treasurer shall prepare a financial statement at the end of the year to be reviewed by the Executive Board.

Section 6. 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.

Section 7. The fiscal year shall be from July 1 through June 30 of every year.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

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

ARTICLE IX

STANDING RULES

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

ARTICLE X

DISSOLUTION

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

ARTICLE XI

AMENDMENTS

These Bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the Secretary. Notice may be given by postal mail, e-mail, fax or electronic means. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XII

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 Executive Board member, 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.

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 interests 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, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. **Procedure for Addressing the Conflict of Interest.**

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether

it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

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

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual 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:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

a. A voting member of the governing Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation;

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation; and

c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Executive Board member, 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;
- 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 the 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.

ARTICLE XIII

EFFECTIVE DATE

These amended and restated bylaws shall become effective the first day of the month following approval by the Executive Board. The within By-Laws were voted upon and approved on May 27, 2015 by the successor entity to the within PTO.

Christina Aiello
President

Jennifer Dougan
Vice President

Katie Eppler
Secretary

Virginia Bisignaro
Treasurer

Kari Edwards
Elementary School Coordinator

CLAC 2983649.1

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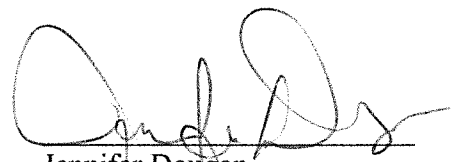
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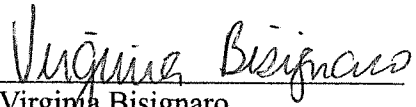
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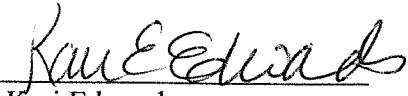
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