

**BYLAWS**  
**ARTICLE 1: NAME**

The corporation shall be  
Brown-Barge Middle School-Parent Teacher Student Organization  
Also known as BBMS-PTSO  
Current address:  
201 Hancock Lane  
Pensacola, Florida  
32503

**ARTICLE II: PURPOSES**

The corporation is organized for the purpose to ensure that every day, every student is safe, nurtured, encouraged and challenged to learn.  
Brown-Barge Middle School PTSO  
is a partnership between parents, teachers and students, dedicated to improving and enriching the BBMS experience for every current and future student and establishing close relationships between home and school.

**ARTICLE III: MEMBERSHIP AND DUES**

**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. Any child and/or youth 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. Any person with good standing in the community may be a member and have voting rights. Members have one vote per person.

**Section 2.** Dues, if any, will be established by the Executive Board. If dues are charged, a member must pay his or her dues to be considered a member in good standing with voting rights.

**ARTICLE IV: OFFICERS AND ELECTIONS**

**Section 1. Officers.** The officers shall be a president, a vice president of Memberships, a vice president of Ways and Means, secretary and treasurer. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

- a. **President.** The president shall preside over the 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 to coordinate work of all the officers and committees so that the purpose of the organization is served.
  
- b. **Vice President.** The vice president(s) shall act as aide(s) to the president and shall (in their designated order) perform the duties of the president in the absence or disability or that officer to act.
  - i. The 1st vice president shall serve as the Membership V.P. and process all memberships paid for by members and issue a card for each membership paid. V.P. shall keep records of all members for the calendar year and report to the president.
  
  - ii. The 2nd vice president shall serve as the Ways & Means V.P. and handle fundraising duties.
  
- c. The **Secretary** shall keep all records of the organization, take and record minutes, handle correspondence and shall perform such other duties as may be delegated.
  
- d. 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.

**Section 2. Nominations and Elections.** Elections will be held at the second to the last meeting of the school year. The nominating committee shall select a candidate for each office and present the slate 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 slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

**Section 3. Terms of Office.** Officer are elected one one year and may serve no more than two (2) consecutive terms in the same office.

**Section 4. 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.

**Section 5. Vacancies.** If there is a vacancy in the office of the president, the 1st vice president will become the president, (if not capable and/or able the 2nd vice president will become president). At the next regularly scheduled meeting a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

## **ARTICLE V: MEETINGS**

**Section 1. Regular Meetings.** The regular meeting of the organization shall be on the same day and at the same time each month, to be determined by the executive board.

**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 executive board. Previous notice of the special meeting shall be sent to the members at least 24 hours prior to the meeting by phone, calls, text or emails.

**Section 3. Annual 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 4. Quorum.** The quorum shall be ten (10) members of the organization.

**Section 5. Notification of Meetings.** The president will notify the members of the meetings via email at least one week prior to the meeting.

## **ARTICLE VI: EXECUTIVE BOARD**

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

**Section 3. Quorum.** Half the number of board members plus one constitutes a quorum for any ‘special meetings’ and shall called at least 24 house prior to the meeting by phone, email or text.

## **ARTICLE VII: COMMITTEES**

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

**Section 2. Standing Committees.** The following committees shall be held by the organization: Membership, Fundraising, Hospitality, Volunteering, Spirit Gear, Nominating, Audit and Dance. Additional committees may be voted in by the Executive Board and members on a “as needed basis” and for the continued benefit of all the children and youth in our community.

## **ARTICLE VIII: FINANCES**

**Section 1.** A tentative budget shall be drafted in spring for the following year and approved at the first fall meeting by 2/3 vote of members.

**Section 2.** The board shall approve all expenses of the organization.

**Section 3.** Two (2) signatures required on any purchase over \$200.00. Authorized signatures shall be president, vice president, secretary and treasurer.

**Section 4.** The treasurer shall prepare a final financial statement to be reviewed by the Audit Committee.

**Section 5.** The fiscal year shall correspond with the school year.

**Section 6.** Upon the dissolution of the organization, all debts will be paid with remaining funds and with the membership approval to spend for the sole benefit of Brown-Barge Middle School.

**Section 7.** In the event the treasurer position cannot be filled at the time of annual voting for new officers, other Executive Board members may conduct the duties of the treasurer set out in these bylaws and not to conflict with any local, state and

federal laws. Transparency shall be attained by records being monitored by two (2) board members and presented at each board meeting for review and approval.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern all meetings when they are not in conflict with the organizations bylaws or any other special standing rules,

## **ARTICLE X: STANDING RULES**

Standing Rules may be approved by the Executive Board and the president and secretary will keep a record of the standing rules for future reference.

## **ARTICLE XI: AMENDMENTS**

These bylaws may be amended at any regular or special meeting, providing previous notice was given in writing at the prior meeting and then sent to all members of the organization by the president. Notice may be given by postal mail, email, hard copy or fax. Amendments will be approved by 2/3 vote of those present if quorum has been met.

## **ARTICLE XII: CONFLICT OF INTEREST**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer 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 organization.

### **Section 2. Definitions.**

**a. Interested Person.** Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below is an interested person.

**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 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.

### **Section 3. Procedures.**

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

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

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

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction 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, 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 the Proceedings.** The minutes of the governing board and all committees with board deleted powers shall contain:

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

**b.** The names the persons who were present for discussions and votes

relating the the transaction arranged t; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any voters 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 precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements.** Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Had received a copy of the conflict of interest policy;
- Had 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 activities that could jeopardize tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, a 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 organizations 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, 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.