



**Ben Reifel Middle School  
Parent Teacher Organization (PTO), Inc.  
Bylaws  
Adopted 6/23/21**

**Article I- Name and Location**

The name of the organization is Ben Reifel Middle School PTO, Inc., a non-profit organization recognized under section 501 (c) (3) of the Internal Revenue Code. The primary office of the Ben Reifel Middle School PTO shall be listed as Ben Reifel Middle School, 6700 E. 41st St., Sioux Falls, SD 57110. This shall be used for all official documents including contracts, tax returns and bank statements.

**Article II- Mission Statement**

*As the BISON are a symbol of strength and unity,  
the BRMS PTO's purpose is to:  
Strengthen, complement, and encourage the  
educational and social culture of BRMS and to  
Unify and enhance the school experience with other opportunities for  
families, staff, and students to learn, socialize, connect and flourish.*

**Article III- Objectives**

The objectives of this organization are to:

1. Create opportunities to build relationships between parents, staff, and students.
2. Engage in fundraising activities to support the school, activities and events that are not included in the regular school budget.

#### **Article IV- Membership**

1. The membership is open to all interested parents, guardians and educators of Ben Reifel Middle School.
2. All members of the organization are entitled to vote and to hold office.
3. There are no membership dues.

#### **Article V- Officers and Elections**

1. The elected Executive Board of officers of this organization is the President, Vice President, Secretary, Treasurer and Communications Officer. Two persons may hold any office in a cooperative effort. The School Principal or his/ her designee is a voting member of the Executive Board.
2. Officers will serve a term of one year. No person can hold the same office for more than three consecutive years. Officers shall assume their responsibility July 1st.
3. The members at a designated meeting or via electronic mail to the PTO will nominate officers, with the consent of each candidate obtained prior to having his/her name placed in nomination.
4. A list of the nominated officers will be published on the PTO website, social media page or via another public communication prior to the election.
5. Officers will then be elected annually by a majority vote at a meeting or as posted on the PTO website. A special election meeting may be held.
6. A vacancy occurring in any office will be filled for the existing term by a person elected by a majority vote of those present by the PTO.

#### **Article VI- Officers and Duties**

1. The President will preside at all meetings of the organization and the executive board; have general supervision over the affairs and committees of the organization; perform such other duties as the disbursement of funds as authorized by the organization or prescribed in these bylaws, or as assigned by the organization; communicate with BRMS Administrators.
2. The Vice-President will perform the duties of the President in the absence of that officer and perform other duties as assigned by the organization.
3. The Secretary will keep an accurate record of the proceedings of all meetings of the organization; be prepared to refer to minutes to the previous meetings, maintain and retain the historical record of the PTO organization, attend to correspondence and perform other duties as assigned by the organization.
4. The Treasurer will have custody of the Ben Reifel Middle School PTO funds; will keep a full and accurate account of receipts and expenditures; and in accordance with the budget adopted by the organization will make payments and reimbursements. The Treasurer will be responsible for the maintenance of such books of account and records as is required by the Internal Revenue Codes.

5. The Communications Officer will ensure that effective communication is sent from the PTO to parents and teachers to encourage participation in meetings, events and activities. This may include social media, updating the web page, newsletter articles and/or emails.
6. Each officer upon the expiration of his/her term or in the case of resignation will turn over to their successor all records, books, files and other materials pertaining to the office or position.
7. Each officer upon the expiration of his/her term, or in the case of resignation will turn over to the Treasurer without delay, all funds and outstanding bills pertaining to the office or position.
8. Annual reports will be compiled by the officers and chairpersons and filed with the President at the end of the fiscal year.
9. In the event an officer fails to perform appointed duties in an appropriate manner or as prescribed by the bylaws or standing rules, the Executive Board may declare his/her office vacant with a majority vote of those present.

#### **Article VII- Meetings**

1. Regular meetings of this organization will be held monthly during the school year unless otherwise ordered by the organization or the Executive Board. The Executive Board may call special meetings.
2. The President will prepare the agenda for the general meeting. Anyone wishing to be on the agenda should contact the President.
3. Election of officers will take place at an open meeting of this organization.
4. The privilege of making motion, debating and voting will be made by the members of the PTO.
5. Issues presented at a general meeting will be decided by a simple vote.
6. Quorum from each general meeting shall be 4 voting members.
7. Members need to notify the PTO president, in writing, of business to be discussed at least 2 days prior to the next meeting. If brought up at the meeting, the president will decide (based on availability) if said business will be discussed at that meeting.
8. Minutes from each PTO meeting will be posted on the PTO website, along with the PTO budget.

#### **Article VIII- Standing Committees**

1. There shall be such committees created by the Executive Board that may be required to carry out the work of the organization.
2. The Executive Board will appoint the chairperson of the committees.
3. Committee chairs will keep the organization informed of their committee's progress and may bring items to the organization for a general vote.

## **Article IX. Finances**

1. The Fiscal year begins July 1 and ends June 31<sup>st</sup>.
2. The Budget must be approved before new spending can occur in any fiscal year.
3. Only the President, Vice-President and Treasurer may sign checks. Two signatures are required on each check. Any necessary forms such as signature cards must be revised by the beginning of each fiscal year. Checks are issued by the Treasurer.
4. The Treasurer shall prepare a report for each of the regular organizational meetings.
5. Payments and reimbursements must be presented to the Treasurer for approval. A Request for Reimbursement/Payment Form must be filled out and all receipts attached prior to presentation. Any expenditure that deviates from the budget must be approved by the Executive Board.
6. The bank statement must be reconciled with the check book monthly. The Treasurer shall keep accurate records of any disbursements, income and bank account information.
7. At any event where cash or checks are received, the Committee Chairman and one other person must count and document the income received immediately following the event. Any Ben Reifel Middle School PTO Event Income Form must be itemized, signed and dated by both people and given along with the funds as soon as possible to the Treasurer. The Treasurer must deposit the funds into the Ben Reifel Middle School PTO checking account within 48 hours.
8. At the end of each fiscal year, the treasury shall be no less than \$500.
9. An Annual e-Postcard or Form 990 or 990-EZ form will be filed with the Internal Revenue Service at the end of the fiscal year.
10. An Annual Financial Review must be completed. The Executive Board will elect a Review Committee consisting of no less than two people. The Executive Board will clearly communicate the requirements, responsibilities and time commitment expected of the committee. The Treasurer will be available to answer questions.

## **Article X. Parliamentary Authority**

Robert's Rules of Order Revised is the parliamentary authority for the PTO.

## **Article XI. Dissolution of the Organization**

In the event of dissolution of the Ben Reifel Middle School PTO, the executive board shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c) (3) organization by the Internal Revenue Service.

## **Article XII. Conflict of Interest Policy**

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### **Article I**

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#### **Purpose**

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The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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.

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### **Article II**

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#### **Definitions**

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##### **1. Interested Person**

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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.

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##### **2. Financial Interest**

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

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** 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 III, Section 2, 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.

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### **Article III**

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#### **Procedures**

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##### **1. 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

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the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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## **2. 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 if a conflict of interest exists.

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## **3. Procedures for Addressing the Conflict of Interest**

- a.** 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.
  - b.** 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.
  - c.** 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.
  - d.** 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.
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## **4. Violations of the Conflicts of Interest Policy**

- a.** 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.
  - b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
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## **Article IV**

### **Records of Proceedings**

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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,
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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.

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### **Article V**

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#### **Compensation**

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**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.

**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.

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### **Article VI**

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#### **Annual Statements**

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Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

**a.** Has received a copy of the conflicts of interest policy,

**b.** Has read and understands the policy,

**c.** Has agreed to comply with the policy, and

**d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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### **Article VII**

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#### **Periodic Reviews**

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To ensure 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, based on competent survey information and the result of arm's length bargaining.

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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 in an excess benefit transaction.

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### **Article VIII**

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#### **Use of Outside Experts**

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When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted. The following states have adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161.

SOUTH DAKOTA — except where otherwise provided by a court of competent jurisdiction.

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### **Article XIII- Amendments**

1. These bylaws may be amended at any meeting of the organization by a majority vote of the members present, provided notice of the proposed amendment was given at least 2 weeks prior. Amendments may also be proposed on the PTO website and will become effective after 2 weeks if no objections are received.

### **Article XIV-Bylaw Revision/Review**

1. Organizational bylaws will be reviewed every 3 years by a committee appointed by the President. Recommendations will be brought to the general assembly for further recommendations, debate and action and will be approved by a simple vote.



**AOI Statement**

The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, member, trustee, officer, or other private person, except that the corporation shall be authorized and empowered to reimburse for expenses actually incurred, pay reasonable compensation for services rendered and to make payments and distributions in attending to the affairs of this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of an future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Ben Reifel Middle School PTO  
Sioux Falls, SD