

**SARASOTA SCHOOL OF ARTS AND SCIENCES
645 CENTRAL AVENUE
SARASOTA, FLORIDA 34236
941 330-1855**

**Bylaws of the Sarasota School of Arts and Sciences
Parent Teacher Student Society, Inc.
Known as PTSS**

Article I

Mission

The Parent Teacher Student Society, Inc., (PTSS) has been organized to support and enhance the unique educational program of Sarasota School of Arts and Sciences (SSAS) and the academic, social, and personal growth of its students. This organization is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) Internal Revenue Code.

Notwithstanding any other provision of these articles, PTSS, shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 196 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization's contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

The PTSS will assist in fundraising to promote the educational program of SSAS, give guidance and support in academic and administrative areas, enrich student life and lend moral support to the job of educating SSAS students.

The PTSS will also serve as the liaison among parents, administration, and the governing board of SSAS.

Article II

Membership

Membership shall consist of parents and or guardians of all students enrolled in SSAS and the faculty and staff of SSAS. A student is considered enrolled, for purposes of Membership, when the Student County or Out-of-County Reassignment Form is completed and accepted by the school. No dues shall be required for membership and any donation to the society shall be used for the purposes as stated in Article 1. In addition each member at a general PTSS meeting shall have one vote.

Article III

Policies

The following are basic policies of the SSAS PTSS:

- A.** The society shall be non-commercial, nonsectarian and nonpartisan.
- B.** The society shall not, directly or indirectly, participate or intervene in any way in any political campaign on behalf of or in opposition to any candidate for public office.
- C.** The PTSS 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 to the Board of Directors of SSAS.
- D.** The PTSS may cooperate with any other organization active in child welfare, such as conference groups or coordinating councils
- E.** In the event of the dissolution of the organization, any assets shall be distributed for one or more of the exempt purposes specified in Section 501 (c)3 of the IRS code of 1954 as from time to time amended.

Article IV

Meeting of the Members

During the school year at least five general mandatory membership meetings of the PTSS shall be held on the dates designated by the Leadership Team.

A parent or guardian of each student at SSAS must attend a minimum of five PTSS meetings per school year.

The purpose of the general and annual meetings shall be to discuss matters, which are in common interest to members, and to suggest courses of action to be considered by the Leadership Team.

Notice of the general and annual meetings shall be given by the Secretary, to the membership at large, with notice of not less than two weeks and special meetings not less than four days before the meeting.

Those members present shall constitute a quorum for the transaction of business.

Article V

Leadership Team

Section 1.

Number and term of Leadership Team

The Leadership Team shall be composed of five Members and one faculty member to manage the business and affairs of the PTSS.

Each leadership team member shall hold office until his or her successor is elected.

The term shall be one year starting on July first through June thirtieth.

Leadership team members may be elected for consecutive terms.

Each person elected shall hold only one (1) office at a time.

Section 2.

Duties of the Leadership Team

The leadership team shall be the governing body of the society. It shall determine the policies and fiscal matters and, in general, assume responsibility for the transaction of necessary business as may be referred to it by the PTSS. It shall approve the plans of work of the standing committees and present a report at the general meetings of the corporation. Additionally, each member shall, at the close of school year, present an oral or written report and may make any recommendations.

Section 3.

Leadership Team Meetings

The leadership team shall hold monthly meetings or more frequently as deemed necessary. At such meetings each team member shall have one vote. All meetings shall be open to the general membership.

A minimum of three (3) Leadership Team members (may include Faculty Member) is required for a quorum.

Section 4.

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, a new Vice President will be elected.

Any vacancy occurring in any other Leadership Team office shall be slated by any member of the society and confirmed by a majority vote of the remaining Leadership Team members, assuming a quorum. The interim team member thus chosen shall hold office until the end of the unexpired term to which appointed.

Section 5.

Resignation or Removal

Officers can be removed from office with or without cause by a 2/3 vote of those present (assuming a quorum) at a regular meeting where prior notice has been given.

Any team member may resign office at any time. Such resignation to be made in writing and to take effect immediately without acceptance. In the event that a Leadership Team member misses three meetings during the school year, the third missed meeting shall be considered as their resignation, as approved by the Leadership Team. Misfeasance, malfeasance or disability of a Leadership Team member shall constitute cause for removal from office.

Section 6.

Power to Appoint an Auditor

The leadership team shall have the power to appoint an auditor to review the checking account of the PTSS at any time as well as two weeks prior to the end of the school year.

Section 7.

Annual Reports

The leadership team members shall present the Parent Teacher Student Society (PTSS), at their annual meeting, their respective written reports of the operation of the society for the preceding year.

Section 8.

Eligibility

Members are eligible for office if they are members in good standing at least 14 calendar days before the Secretary presents the slate.

Section 9.

Leadership Team Members

The leadership team shall consist of five members, chosen from the PTSS and one Faculty member (appointed by the Administration). Each team member shall hold office for one year starting July 1st through June 30th of the following year. The six (6) team members shall consist of a President (Governing Board Member), Vice President (School Management Team), Committee Liaison (community facilitator), Secretary, Treasurer (School Business Management), plus the faculty or staff participant.

Section 10.

Election of Team Members

Any parent or guardian may submit their name as a candidate for the leadership team. Elections shall be conducted at the annual meeting in March.

Section 11.

Vacancies

Any vacancies occurring in the Leadership Team shall be filled by members of PTSS and voted on by the remaining team members

Section 12.

President (Governing Board Member)

The President shall preside over meetings of the organization and Leadership Team, serve as the primary contact for the Principal, represent the organization at meetings outside of the organization, serve as a Board Member representative for PTSS, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

This person will be a secondary signer to the funds account.

Section 13.

Vice President (School Management Team)

The Vice President will assist the President and carry out the President's duties in his or her absence or inability to serve.

This person will be a secondary signer to the funds account.

Section 14.

Treasurer (School Business Management)

The Treasurer shall receive funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Leadership Team. He or she will present a financial statement at every meeting and at other times of the year when requested by the Leadership Team and make a full report at the end of the year.

This person will be primary signer to the funds account

Section 15.

Committee Liaison

All committee chairs will report to this person. This position will help guide the committees and act as an intermediary between the committees and the PTSS.

Committee Liaison will be responsible for recording, tracking, and notifying the Treasurer of outstanding volunteer hour obligations.

Section 16.

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, by laws, rules, membership list, and any other necessary supplies, and brings them to meetings.

Section 17.

Faculty Participant

The Faculty Participant shall represent SSAS and act as a liaison for any business that may need to occur directly between PTSS and SSAS. The Faculty Participant will also give guidance and support in academic and administrative areas.

Article VI.

General Membership Meetings

Section 1.

Annual Meeting

The annual meeting of the society shall be held in Sarasota County, Florida during the month of March of each year.

Section 2. Order of Business

Order of business at annual meeting will be as follows:

- A.** Reading of Notice of Meeting
- B.** Reading of Minutes of Previous Meeting
- C.** Reports of Team Members
- D.** Reports of Committees
- E.** Election of New Officers
- F.** Other Business
- G.** Adjournment

Section 3.

Annual Report

At the annual meeting the team shall report on the activities and matters considered by the society for the year ending March 31st.

Section 4.

Frequency of Meetings

General meeting of the PTSS shall be held at least four times yearly plus a final meeting to be held in March that deemed the annual meeting. Each leadership team of the PTSS will call meetings in the frequency they deem necessary to run the business of the PTSS.

Section 5.

Quorum

A majority of the total number of members present shall constitute a quorum. The act of a majority of members present at the meeting at which a quorum is present shall be considered the act of the leadership team, unless otherwise specified in these bylaws.

Article VII.

Committees

Section 1.

Membership

Committees may consist of Members and Leadership Team members, with the President acting as ex-officio member of all committees.

Section 2.

Standing Committees

The Leadership Team shall create committees as deemed necessary to promote the objectives and carry on the work of the PTSS. Each committee shall meet and will report to the Leadership Team. The Standing Committees shall be as follows but not limited to:

- All Fundraising**
- Newsletter**
- Staff Appreciation**
- Hospitality**
- Room Parents**
- School Store**
- Attendance and Volunteer Hour Coordinator**

Section 3.

Additional Committees

The Leadership Team may appoint additional committees as needed.

Article VIII.

Fiscal Year

The fiscal year of the PTSS shall end at the same time as the Sarasota School of Arts and Sciences.

Article IX.

Parliamentary Authority

“Roberts Rules of Order Newly Revised” shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Article X.

Standing Rules

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

Article XI.

Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a 2/3 vote of those present at the meeting.

Article XII.

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, or fax. Amendments will be approved by a 2/3 vote of those present, assuming a quorum.

Article XIII.

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.

A minimum balance of \$10,000 shall be provided at the end of the Fiscal Year so the incoming PTSS Leadership Team has adequate operating funds for 1st Quarter PTSS activities.

The Annual Budget may utilize the \$10,000 for cash flow purposes, but must allow for the appropriate replacement of funds.

Section 3.

The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 4.

The PTSS will have a general vote for the disbursement of earned funds by the members during PTSS general meetings. A majority vote will equate with a disbursement for the said amount.

Section 5.

Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers shall be the President, Treasurer, and Vice President.

If there is an immediate need of funds before the next scheduled PTSS meeting, in the sum of \$500 or less, there can be a vote by the PTSS leadership team to release this amount with a majority vote of three.

Section 6.

The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Leadership Team.

Section 7.

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 8.

The fiscal year shall coordinate with the school year.

Article XIV.

Indemnification

Section 1.

Conditions.

The corporation shall indemnify any past or present board member or committee member, officer, employee or agent of the society, and any person who may have served or who serves at its request a fiduciary, against.

(a) Any expenses and costs, including but not limited to legal and accounting fees, including cost of appeal, incurred in connection with any claim asserted against him/her by reason of being or having been such board or committee member, officer, employee, agent, of fiduciary or in connections with any civil or criminal action, suit, or proceeding which is instituted before any court or administrative body and to which he/she is made a party by reason of being or having been such a board member or committee member, officer , employee, agent or fiduciary.

(b) Any amounts paid in settlement of any such claim or any such action, suit or proceeding.

(c). any amounts paid on any judgments rendered in any such action, suit or proceedings; provided that he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; provided further that, if he/she is adjudged in any action or suit by or in the right of the society to be liable for negligence or misconduct in the performance of his/her duty to the society, indemnification shall be made only to the extent that the court in which such action or suit is brought determines he/she is fairly and reasonably entitled. In no event, however, shall indemnification be made for gross negligence of willful misconduct.

Article XV.

Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect the tax-exempt interest of PTSS when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer 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 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 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, 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 officers 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 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 officers 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 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 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.

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:

- 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, 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.