

**BY-LAWS¹ OF THE
PARENT-STAFF ORGANIZATION (PSO)
Washington School for the Deaf (WSD)**

ARTICLE I: NAME, DESCRIPTION, AND PURPOSE

Section 1: NAME

The name of this organization shall be the Parent-Staff Organization (PSO).

Section 2: DESCRIPTION

The PSO is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE

Vision Statement:

As parent leaders our vision is to cultivate an inclusive group of members that empowers and supports the community of WSD.

Mission Statement:

Our vision will be realized by creating connections and partnerships with the community and advocating for our school and students. Enrichment will be provided through fundraising and hosting events and appreciation projects for our staff and students.

Objectives:

- To raise funds to support education and recreational opportunities for Deaf and hard of hearing children at Washington School for the Deaf.
- To foster awareness of deaf related issues within the family and community.
- To provide opportunities for Deaf and hard of hearing children to support and interact with the community at large.
- To help families secure the necessary tools to provide their Deaf or hard of hearing child with an educationally and socially sound future.

¹ Some of the wording of these bylaws was taken from an article published by PTO Today. This organization has given permission for parent teacher organizations to use their content in this way.

- To promote involvement in the WSD's academic and residential programs.

The PSO shall be non-commercial, non-sectarian and non-partisan. No commercial enterprise and no political candidate shall be endorsed. Neither the name (PSO), or its membership shall be used in connection with commercial or partisan interest or for any purpose other than the regular work of the PSO.

ARTICLE II: *MEMBERSHIP AND DUES*

Section 1: Membership

Any parent, guardian, or other adult standing in loco parentis for a student at WSD and staff of WSD, are considered members and have full voting rights.

Section 2: Dues

Dues will not be required to join the PSO.

ARTICLE III: *OFFICERS AND THEIR ELECTION*

Section 1: Officers

The officers shall be a president, vice president, 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.

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.

Vice President:

The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall also oversee the committees of this organization.

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.

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.

Superintendent Role

The Superintendent of WSD or their designee and PSO officers will work together to pursue and achieve the goals of the PSO.

Section 2. Nominating, Voting, Terms, Unexpected Vacancy

Nominating Process

A nominating committee of at least three PSO members who are not currently holding office will select candidates for the four offices. No self-nominations are permitted. Additional nominations may be submitted by PSO members. Nominations are to be presented at the March general meeting to be voted on at the general annual meeting in April.

Voting

Voting will occur at the April general meeting with a quorum of at least six members. All members present will have one vote.

Terms

Officers shall serve a one-year term, beginning July 1st and ending June 30th of the fiscal year.

Unexpected Vacancy

If an unexpected vacancy should occur, the executive committee will appoint a temporary replacement until the next regularly scheduled meeting. At that meeting, a permanent replacement will be elected. If the position is not filled at that meeting, an executive member should fill the vacancy until the position is filled.

ARTICLE IV: MEETINGS

Section 1: Regular Meetings

The regular meeting of the organization shall be held monthly 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 secretary. Previous notice of the special meeting shall be sent to the members at least 14 days prior to the meeting, by email.

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 6 members of the organization. Votes will require 2/3 majority to pass.

Section 5: Notification of Meetings

The secretary will notify the members of the meetings via email at least two weeks prior to the meeting.

ARTICLE V: EXECUTIVE BOARD**Section 1: Membership**

The Executive Board shall consist of the officers, principal and superintendent, and standing committee chairs. The members of the executive committee shall serve until their successors are elected.

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. The duties of the executive committees shall be.

Section 3: Meetings

Executive committee meetings shall be held the same day of the week as the general meeting, 30 minutes prior. Special meetings of the executive committee may be called by the President or if a majority of its members feels that a meeting is necessary.

Section 4. Quorum

Half the number of board members plus one constitutes a quorum.

ARTICLE VI: COMMITTEES

Section 1: Membership

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

Section 2: Standing Committees

Standing committee members, along with its chair, shall be formed by volunteers who are members of the PSO. The following committees shall be held by the organization: Fundraising, nominating, events and audit. These committee members and chair should serve for one year with the option of extending one year at the annual meeting.

Section 3: Special Committees

Special committee members, along with its chair, shall be formed by volunteers who are members of the PSO. The board may appoint additional committees as needed. These may include but are not limited to hospitality, membership, and communication. These committee members and chair should serve until the project for which it was formed is completed.

ARTICLE VII: FINANCES

Section 1: Budget

A tentative budget shall be drafted in spring at the May executive meeting with current and incoming officers for the following school year and approved at the first general fall meeting by a majority vote of the PSO members present.

Section 2: Records

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

Section 3: Expense Approval

The officers plus one standing chair who is not requesting funds shall approve all expenses of the organization.

Section 4: Authorization

Two authorized signatures shall be required on each check. Authorized signers shall be the president, treasurer, and either one principal or superintendent.

Section 5: Financial Statement

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

Section 6: Fiscal Year

The fiscal year shall begin July 1st and end June 30th.

Section 7: 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.

ARTICLE VIII: *PARLIAMENTARY AUTHORITY*

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

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 TO BY-LAWS*

By-laws may be amended at any official PSO meeting by a two-thirds majority vote. If the vote is taken by mail, members must be given at least 10 ten days prior notice, in order to return their vote in a timely manner.

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 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 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 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 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 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.

ARTICLE XIII: ADOPTION

The By-Laws of the Parent-Staff Organization (PSO) for the Washington School for the Deaf (WSD) are hereby adopted.

PSO President Date

WSD Superintendent Date

PSO Vice President Date

PSO Treasurer Date

PSO Secretary

Date