Bylaws

Of

Scorpion Club/Brandon Academy PTO, Inc.

(A Not-For-Profit Corporation)

**ARTICLE I: NAME, ADDRESS AND PURPOSE**

Section 1: Name

The name of this corporation shall be: Scorpion Club/Brandon Academy PTO, Inc., in accordance with the Articles of Incorporation filed on December 14th, 1990 with the State of Florida, Department of State.

Section 2: Address

The principal office and mailing address of Scorpion Club/Brandon Academy PTO, Inc. is 801 Limona Road, Brandon, Florida 33510.

Section 3: Purpose

The purposes of this corporation are:

1. To assist with and foster the advancement of every student’s educational experience at Brandon Academy by any means allowed or permissible by law
2. To operate as a charitable organization endeavoring to enhance and foster a sense of community, belonging and an educationally enriched environment at Brandon Academy.

**ARTICLE II: MEMBERSHIP**

Section 1: Eligibility

The following are the qualifications for eligibility into membership of the Scorpion Club/Brandon Academy PTO, Inc.:

1. Any family with an individual who is a parent or guardian of a child or children enrolled at Brandon Academy is eligible for membership.
2. Such eligibility extends for so long as at least one child remains enrolled at Brandon Academy.
3. Any individual who serves as an instructor, a teacher and/or an administrator at Brandon Academy is also eligible for membership.
4. An individual who serves as head of school and/or principal is also eligible for membership.

Section 2. Admission

Any family determined eligible for membership in Section I of this Article shall become a member of the Scorpion Club/Brandon Academy PTO, Inc., so long as:

1. The family requesting membership presents an application to the Board of Directors.
2. The family pays the required yearly membership fee if applicable, except that individuals serving as instructors, teachers, administrators, head of school, and/or principals are not required to pay such yearly dues.

Section 3. Annual Dues

The Scorpion Club/Brandon Academy PTO, Inc. may require the payment of an annual fee as a requirement of membership. The amount of such dues and the date they are payable are to be determined annually by the Board of Directors.

Section 4. Term of Membership

An eligible and admitted member shall hold membership as follows:

1. Membership begins upon payment of the annual fee.
2. Membership continues and is deemed in good standing for so long as the member continues to meet the qualifications for eligibility for membership, including payment of the yearly fee.
3. Membership shall terminate upon voluntary resignation, or non-payment of the annual dues.

**ARTICLE III: MEETINGS**

Section 1: Annual Meeting

Each year there shall be one annual meeting of the members in good standing of the Scorpion Club/Brandon Academy PTO, Inc. to be held at such time and place as the Board of Directors shall deem appropriate.

Section 2: Regular Meetings

In addition to the annual meeting, each year there shall be at least two regular meetings of the member in good standing to be held at such time and place as the Board of Directors shall deem appropriate.

Section 3: Other Meetings

If such a necessity arises, there shall be other meetings of the members in good standing held at such time and place as the Board of Directors shall deem appropriate.

Section 4: Notice

Notice to all members in good standing of Brandon Academy Scorpion Club/PTO, Inc. of the annual regular or other meetings shall be given in the newsletter or by any other means adopted by the Board of Directors, but not less than 7 days nor more than 30 days before the date of such meetings.

Section 5: Presiding at Meetings

At any and every meeting of the members of the Scorpion Club/PTO, Inc., including the annual, regular or any other meeting, the President shall preside. If the President is not available to preside over such a meeting, the Vice-President shall preside. If neither the President or Vice-President is available the Secretary shall preside. If no other officer is available to preside over a meeting, the Treasurer shall preside. If none of the foregoing is available, then a temporary chairperson, chosen by a majority of the members in good standing in attendance shall preside over the meeting.

Section 6: Order of Business

The order of business at all meetings of the Scorpion Club/PTO Inc. members shall include: attendance verification, previous meeting minutes, committee reports, officers’ reports, discussion of old business, introduction of new business.

Section 7: Voting

Every family, having met all the requirements for eligibility for membership of the Scorpion Club/PTO, Inc., is conferred the right to a vote at every meeting of the members. Voting may take place by any of the following:

1. Attendance at the meeting and either vocally or in writing, casting a vote or
2. By a written ballot, delivered by mail or to the appropriate Scorpion Club/PTO Mailbox, signed by the member or his/her legal representative casting a vote.

Section 8: Quorum

A majority of the members in good standing of the Scorpion Club/PTO, Inc., shall constitute a required quorum for transaction of any and all business during the duration of any meeting. A majority vote of the members present or voting by written ballot as recorded by the Secretary shall constitute a binding act of the membership, including the election of offices and members of the Board of Directors.

**ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS**

Section 1: Board of Directors

A Board of Directors shall manage the Scorpion Club/PTO Inc. The Board shall consist of the following Directors:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Primary Representative
6. Lower School Representative (3-5 grade)
7. Middle School Representative
8. High School Representative

Section 2: Powers and Responsibilities

The Board of Directors shall be the governing body of the Scorpion Club/PTO, Inc. It shall have general supervision and control of the Scorpion Club/PTO affairs and shall authorize all expenditures or contracts that entail the payment of money. As the governing body of the Scorpion Club/PTO, Inc. the Board of Directors shall be vested with the power and authority to formulate, fix, determine and adopt matters of policy concerning the affairs and purposes of this organization as outlined in the Articles of Incorporation filed December 14, 1990.

Section 3: Qualifications

In order to be eligible to serve on the Board, the prospective officer must be qualified as follows:

1. Must be a member in good standing of the Scorpion Club/PTO, Inc. and remain so throughout their term.

Section 4: Duties

The official and expected duties of each of the officers of the Board of Directors shall be as follows:

1. The President shall have the responsibility for the general management of the affairs of the Scorpion Club/PTO, Inc. and its Board of Directors by carrying out the resolutions and mandates of its members and Board of Directors. The President shall preside at all meetings of the Board of Directors and membership. In addition, the President shall appoint all committees and committee chairs.
2. The Vice-President shall become President in event of death, resignation, removal or failure of the President for whatever reason to carry out his/her term. The Vice-President shall perform such duties as may be prescribed by the Board of Directors.
3. The Secretary shall be responsible for all permanent files and records of the Scorpion Club/PTO, Inc., including the minutes of the membership meetings and the Board of Directors’ meetings, as well as all committee reports. The Secretary shall keep accurate minutes of the proceeding of all Scorpion Club/PTO, Inc. membership meetings and Board of Directors’ meetings, and shall furnish copies of said meetings to Brandon Academy and its administration.
4. The Treasurer shall monitor all accounts, reports and other documents prepared as to Scorpion Club/PTO funding revenues and expenditures. He/she shall make certain that all accounts, reports and other documents are accurate, to the best of his/her ability. The Treasurer shall confer with and have proper authority from the Scorpion Club/PTO, Inc. Board of Directors for the disbursement of any funds. The Treasurer shall report on the Scorpion Clubs present and projected financial condition at all membership meetings and Board of Directors meetings. The Treasurer shall draw up an annual budget which will be adopted by the members at the first regular meeting of the school year.
5. The Primary Representative shall be responsible for communicating with the homeroom parents of PK3, JK, and Kindergarten through 2nd grade. Will be responsible for supervising Room Reps for the homerooms in the primary division. It is the responsibility of the Primary School Representative to act as a liaison between the Board of Directors and the parents, students and teachers in each homeroom. The Primary School Representative shall, on a continuing basis, keep the Board of Directors and Room Reps informed as to The Scorpion Club/PTO activities and plans. The Room Rep shall bring comments and questions from the homeroom to the Board of Directors through the Primary School Representative.
6. The Lower School Representative shall be responsible for communicating with the homeroom parents of grades 3-5. Will be responsible for supervising Room Reps for the homerooms in the primary division. It is the responsibility of the Lower School Representative to act as a liaison between the Board of Directors and the parents, students and teachers in each homeroom. The Lower School Representative shall, on a continuing basis, keep the Board of Directors and Room Reps informed as to The Scorpion Club/PTO activities and plans. The Room Rep shall bring comments and questions from the homeroom to the Board of Directors through the Lower School Representative.
7. The Middle School Representative shall be responsible for communicating with the homeroom parents of grades 6-8. Will be responsible for supervising Room Reps for the homerooms in the primary division. It is the responsibility of the Middle School Representative to act as a liaison between the Board of Directors and the parents, students and teachers in each homeroom. The Middle School Representative shall, on a continuing basis, keep the Board of Directors and Room Reps informed as to The Scorpion Club/PTO activities and plans. The Room Rep shall bring comments and questions from the homeroom to the Board of Directors through the Middle School Representative.
8. The High School Representative shall be responsible for communicating with the homeroom parents of grades 9-12. Will be responsible for supervising Room Reps for the homerooms in the primary division. It is the responsibility of the High School Representative to act as a liaison between the Board of Directors and the parents, students and teachers in each homeroom. The High School Representative shall, on a continuing basis, keep the Board of Directors and Room Reps informed as to The Scorpion Club/PTO activities and plans. The Room Rep shall bring comments and questions from the homeroom to the Board of Directors through the High School Representative.

Section 5: Meeting

The Scorpion Club/PTO Inc. Board of Directors shall meet regularly at such time and place as shall be fixed by the Board of Directors, other than as discussed in Article III of these Bylaws. No notice shall be required for fixed regular meetings of the Board of Directors. The Board may also call for special meetings at the direction of the President or by a majority of the Board of Directors. Notice of the time and place for such special meetings shall be written or oral with sufficient time for the convenient assembly of the Board.

Section 6: Voting

Only each elected member of the Board of Directors may cast a vote at any and all Board of Directors’ meetings. A majority of the entire membership of the Board of Directors shall constitute a quorum. No official business of the Board shall transpire without a quorum of the Board voting on any such business. A majority vote of the Directors present shall be necessary to officially become an enforceable act of the Board. Any such act authorized by the Board of Directors shall be so indicated in the meeting minutes.

**ARTICLE V: ELECTION AND TERMS OF DIRECTORS**

Section 1: Elections

At each year’s annual meeting of members, those members in good standing and eligible to vote shall elect directors to hold office until the next year’s annual meeting. Membership shall vote for the following Board of Directors Officers: President, Vice-President, Secretary, Treasurer, Primary Representative, Lower School Representative, Middle School Representative and High School Representative.

Section 2: Terms

Each officer elected to the Board of Directors shall hold office until the expiration of the term for which he/she was elected, or until his/her resignation or removal as hereinafter provided.

Section 3: Removal and Resignations

A director may resign at any time by giving written notice to the Board of Directors, or to any of its officers. Resignation shall take effect immediately upon receipt thereof by the Board or such Officer. Removal of a director may take place by a two-thirds vote of the Board of Directors and a majority vote of the membership ratifying the Board of Directors’ recommendation for removal.

Section 4: Vacancies

Any vacancy, for whatever reason, on the Board of Directors, which may become open prior to each year’s annual meeting of the members, may be filled by a majority vote of the Board of Directors then in office. A director elected to fill such a vacancy shall by elected to hold office for the unexpired term of his/her predecessor.

Section 5: Remuneration

No part of the net earnings of the Scorpion Club/PTO, Inc. shall be used for the benefit of, or be distributable to, its members, Officers or Board members, except that the Board of Directors shall be authorized and empowered to reimburse any member such sums identified as a justifiable expense. However, the Scorpion Club/PTO may purchase indemnification insurance for its Board of Directors and officers through Brandon Academy, a private school corporation, to provide protection for acts while solely arising out of and in the scope as an officer or member of the Scorpion Club/PTO, Inc. Board of Directors.

**ARTICLE VI: AMENDMENTS**

Section 1: Amending the Bylaws

The Bylaws of the Scorpion Club/PTO, Inc. shall be subject to alteration, amending or repeal. Any such act shall be by a majority vote of the members in good standing present and voting at the membership annual meeting, provided such proposed amendment shall first have been approved by a two-thirds vote of the Board of Directors.

**ARTICLE VII – 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: 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.