

**Parents and Teachers of Bartlett Elementary School
By-Laws
March 18, 2016**

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ARTICLE I: NAME AND PURPOSE

1. Name

The name of the Organization shall be the Parents and Teachers of Bartlett Elementary School henceforth referred to as the PTB.

2. Purpose

The purposes for which this Organization is organized are to operate exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including the following:

- a. Promote intelligent cooperation and communication between teachers, parents, the administration, and community.
- b. Coordinate parent volunteers.
- c. Organize fundraisers and school events.
- d. Encourage a positive, supportive atmosphere to improve and enrich students' educational and extracurricular experiences at BES.

ARTICLE II: BASIC POLICIES

The following are the basic policies of the PTB:

- a. This Organization is organized and shall be operated exclusively for the educational and charitable purposes for the students, faculty, and staff of Bartlett Elementary School henceforth known as BES.
- b. The Organization shall be noncommercial, nonsectarian and nonpartisan.
- c. The Organization shall not seek to direct the activities of the school nor to control its policies.
- d. The Organization will adhere to all U-46 School Board and administrative policies and acknowledges that the district is not responsible for the organization's business or conduct of its members.
- e. The Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.
- f. The name of the Organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern, in connection with any partisan interest, or for any purpose not appropriately related to the promotion of the objectives of the Organization.

ARTICLE III: MEMBERSHIP

1. Qualifications

Membership is open and unrestricted. The Organization shall be composed of parents and guardians of students attending Bartlett Elementary School, as well as district staff, and community members who have an interest in the well-being of the school and its students. A community member is defined as any person living within Bartlett Elementary school district boundaries.

2. Voting

Voting privileges are granted to members who are either parents or guardians of students attending Bartlett Elementary School or current Bartlett Elementary school staff, with the exception of the residing Principal. In due collecting years, payment of membership dues is required to vote. A member with voting privileges henceforth will be referred to as a MVP.

3. Dues

The annual dues for members shall be established by the Executive Board. Dues are not refundable in the event of resignation or moving. The need for the collection of dues will be determined on an annual basis. Only in years when dues are established shall they impact membership status and voting privileges. In non-due collection years the PTB will encourage optional sponsorship support from its members.

4. Term

Membership is open July 1 through June 30, inclusive. Persons who join during the year shall pay dues for the entire year, in years that dues are collected.

5. Executive Board and Committee Chair Eligibility

Only MVPs within the organization shall be eligible to serve in any of its elected Executive Board positions. All members, 18 years and older, are eligible for appointive Chair Committee positions. The Board positions of President and Treasurer shall be limited exclusively to MVP members who are parents or guardians of students attending Bartlett Elementary School. MVPs without a student attending Bartlett Elementary School shall comprise no more than half of the Executive Board.

6. Participation

Members are encouraged to participate in the Organization by serving on committees and/or volunteering for activities sponsored by the PTB.

7. Acceptance

Membership in this Organization shall be made available without regard to race, age, color, creed or national origin, sexual orientation, family/marital status, or physical disability.

8. Termination of Membership

The Executive Board, by a 2/3 vote of all Board Officers, may suspend or expel a member, or may, by a majority vote of MVPs, terminate the membership of any member found to be in violation of the PTB's by-laws, for conduct unbecoming of the PTB or Bartlett Elementary School, or, in due collecting years, nonpayment of membership dues. Upon membership termination,

all rights granted to the member and any positions held within the Organization must be relinquished immediately.

9. Resignation

Any member may resign by filing a written resignation with the President. However, in due collecting years, such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges theretofore accrued and unpaid. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

ARTICLE IV: THE EXECUTIVE BOARD AND ELECTIONS

1. Authority and Responsibility

The Executive Board of Officers is the policy-making body and may exercise all the powers and authority granted to the Organization by law. The Board shall supervise, control, and direct the business and affairs of the Organization, shall actively promote its purpose, and shall supervise the disbursement of its funds.

2. Eligibility

To be eligible for any Executive Board position, the person must be an MVP of the Organization. To be eligible for President, the MVP must be an Executive Board Officer or Committee Chair during the school year of the election. The Board positions of President and Treasurer shall be limited exclusively to MVP members who are either parents or guardians of students attending Bartlett Elementary School.

3. Composition

The Executive Board shall consist of the following officers: President, First Vice President, Second Vice President, Treasurer and Secretary. All positions may be filled by one or two MVPs. A person may hold more than one Executive position only in cases when no other MVPs are running for said position. The positions of Treasurer and President must be filled by separate MVPs. Two MVPs who agree to share an office shall be considered a single candidate for that office. Co-officers shall share responsibilities for their office and shall each have one vote.

4. Terms

All Officers are elected into office for a term of one year. All officers may serve no more than three consecutive years in the same office, unless no other candidates are willing to run for that office. In that case, the incumbent may seek an additional one-year term. Duties of the officers shall be assumed at the beginning of the fiscal year, July 1st.

5. Elections Committee

There shall be an election committee composed of two to three members. The Executive Board shall select one of its members to serve as chairperson with one to two appointed members of the Organization.

6. Elections Process

During the third quarter, at least one month prior to the end of the school year, the Election Committee will begin the elections process. Any eligible MVPs can announce their candidacy during that time. At least seven days in advance of the election date, a list of all candidates will be posted on all the organizations active media sites and, at the Principal's discretion, in the school. The election shall be by ballot when there is more than one nominee for office. Otherwise, a voice vote of members shall suffice, unless an MVP requests an anonymous vote then it will convert back to ballot.

7. Vacancies

A vacancy occurring on the Executive Board due to membership termination, resignation, or death shall be filled for the unexpired term by an MVP elected by the majority of the remaining Officers, upon notice to the members, except if a vacancy occurs in the office of President, then the First Vice President shall assume the duties of President for the unexpired term and the vacancy shall be filled for the office of First Vice President. Any person vacating his/her position must notify the Executive Board in writing and turn over all existing records and materials.

ARTICLE V: OFFICERS DUTIES

1. General

The duties of the officers of the Executive Board shall be to transact any necessary business in the intervals between general meetings, to approve the plan of work of the Standing Committees, and to approve any modification of the list of Standing Committees.

2. President

The President shall be an Officer of the Organization and will make every effort to preside over all PTB meetings. They are responsible for scheduling and creating the agenda for all PTB meetings, and for maintaining communication with the school Principal and staff regarding all PTB events. In the absence of another officer, the President will be responsible for appointing another Executive Board Officer to perform their duties. The President will serve as the Reaction and Resolutions Chairperson, as such, shall be responsible for overseeing the collection of feedback and assessments of the Board, Committees, School, and Administration and sharing it with members; they will work to improve the organization based on said feedback, and actively attempt to resolve any conflicts which arise within the organization or with outside parties. As Chairperson, they may recruit members to help assist them in fulfilling the responsibilities of the Reaction and Resolutions Committee. The President shall perform all other duties pertaining to the office, and shall abide by the By-Laws of the Organization.

3. 1st Vice President

The First Vice President shall make every effort to attend all PTB meetings. The First Vice President shall act as an aide to the President and perform the duties of the President in their absence. The 1st Vice President shall serve as the Fundraising Coordination Chairperson. They will act as a point of contact and advisor for Fundraising Committee Chairpersons and keep the Executive Board and PTB members up to date on Fundraising activities and results. The 1st Vice President shall work with the other officers of the Executive Board to determine the annual fundraising activities. As Chairperson, they may recruit members to help assist them in fulfilling the responsibilities of the Fundraising Coordination Committee. The 1st Vice President shall

perform any other duties pertaining to the office as may be required, and shall abide by the By-Laws of the Organization.

4. 2nd Vice President

The Second Vice President shall make every effort to attend all PTB meetings. The Second Vice President shall act as an aide to the President and the First Vice President and perform the duties of the President in the absence of that officer and the First Vice President. The Second Vice President shall serve as the Events Coordination Chairperson. They will act as a point of contact and advisor for Event Committee Chairpersons and keep the Executive Board and PTB members up to date on Event activities and results. The 2nd Vice President shall work with the other officers of the Executive Board to determine the events to be held for the current school year. As Chairperson, they may recruit members to help assist them in fulfilling the responsibilities of the Event Coordination Committee. The Second Vice President shall perform any other duties pertaining to the office as may be required; and shall abide by the By-Laws of the Organization.

5. Treasurer

The Treasurer shall make every effort to attend all PTB meetings. The Treasurer shall have custody of all the funds of the Organization, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements signed by an authorized person/s, in accordance with the approved budget, as authorized by the Organization and the PTB Board. The Treasurer shall work with the other members of the Executive Board to develop a proposed budget. The Treasurer shall present a proposed budget at the first PTB Board meeting of the year. The Treasurer shall present a financial statement at every scheduled PTB meeting. The Treasurer shall see that the proposed budget once approved by the PTB MVPs is distributed electronically to the general membership. The Treasurer shall be responsible for the maintenance of appropriate book of accounts and records. The Treasurer for the forthcoming year shall change authorized signatories for the PTB checking account at the bank to reflect the Treasurer and at least two of the other elected Executive Board Officers for that year. The Treasurer will follow all PTB Treasurer Guidelines. The Treasurer shall perform any other duties pertaining to the office as may be required and shall abide by the By-Laws of the Organization.

6. Secretary

The Secretary shall make every effort to attend all PTB meetings. They shall record the minutes and keep an attendance record of all PTB meetings; shall keep the permanent record of all such meetings. The Secretary shall serve as the Communications Chairperson. They shall notify PTB Board Officers of all scheduled PTB meetings; and shall post on the PTB website the unapproved minutes of the prior PTB meeting before the next regularly scheduled meeting, and the approved minutes after said meeting. They will send out regular communications to parents as well as maintain the PTB website and newsletter. As Chairperson, they may recruit members to help assist them in fulfilling the responsibilities of the Communications Committee. The Secretary shall perform any other duties as may be required, and shall abide by the By-Laws of the Organization.

ARTICLE VI: MEETINGS

1. General Meetings

The following are the basic policies for PTB general meetings:

- a. Two mandatory PTB general meetings shall be held during the school year: fall and spring. The dates for these meetings shall be determined by the Executive Board.
 - b. All other PTB general meetings shall be held at the discretion of the Executive Board. The membership shall be notified of the meetings and encouraged to attend.
 - c. At the PTB general meeting in the spring, the election of officers shall be held and the allocation of any remaining excess funds for the year shall be reviewed by the members and voted upon at that time.
 - d. PTB general meetings will be open to general membership for purposes of discussion. However, only MVPs may vote on issues at PTB general meetings. MVPs in attendance or via proxy may cast a vote. In due collecting years, payment of membership dues is required for MVP voting privileges.
 - e. Proxy voting will only be allowed for MVP's on matters in which details of the vote were distributed at least 7 days prior to the meeting. All proxy votes must be submitted to the President or Secretary of the Board in writing or electronically. Verbal proxy votes will not be allowed. Proxy votes will be accepted until 11:59pm the day prior to the scheduled meeting in which the vote is to take place. Any proxy votes received after that time will not be counted.
2. Special Meetings
Special meetings of the Executive Board may be called by the President or a simple majority of the Executive Board, or requested the school administration.
 3. Quorum
The members present, including at least three officers, shall constitute a quorum for the transaction of business at any general or special meeting of the Organization. At least three officers are needed to constitute a quorum for the transaction of business by the Executive Board.

ARTICLE VII: FINANCE AND CONTRACTS

1. Fiscal Year & Audit
The fiscal year shall be July 1 to June 30. Organizational years shall be designated by the number of the year in which they end. At the end of the fiscal year, the Treasurer's accounts shall be examined by an auditing committee, appointed by the Executive Board, who, satisfied that the Treasurer's financial report is correct, shall sign a statement of that fact at the end of the report. If a professional audit is required for that fiscal year an Illinois State licensed CPA will instead perform the audit.
2. Use of Funds
The Organization's funds will not be used for items, programs, or events that do not benefit the students, faculty, staff, facilities, or property at Bartlett Elementary school. Any money given to the PTB cannot be earmarked for any particular use. Any money given directly to BES by the PTB cannot be earmarked for any particular use.

3. Funds Handling
Blank Checks should be securely locked away when not being used. All Funds should be deposited by the Treasurer within five business days of receipt.
4. Bank Statements
Bank statements will be reviewed quarterly by a Board Officer who doesn't have authority to write checks.
5. Gifts
The Executive Board, or any authorized agent/s of the Board, may accept gifts, contributions, or bequests on behalf of the Organization for the general or special purposes of the Organization in accordance with the organizations gift acceptance policy.
6. Books and Records
The Organization shall keep correct and complete books and records of all financial accounts and shall keep minutes of the proceedings of all general PTB meetings.
7. Request for Funds
The Administration, staff, or faculty of Bartlett Elementary School may submit requests for funds outside those represented in the budget when additional funds are available or for funds within the Budget requiring special approval. A vote will be held on the request at the next scheduled meeting, with a majority vote needed for approval. For requests requiring a response prior to the next scheduled PTB general meeting the Executive Board may vote on the item, with a majority vote needed for approval.
8. Contracts
The Officers of the Executive Board may enter into or authorize agents of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. The authority may be general or confined to specific instances as per the authorization granted by the Executive Board.

ARTICLE VIII: STANDING COMMITTEES

1. Purpose
There shall be Standing Committees as may be required to carry out the work of the Organization. Any modification of the list of Standing Committees shall be approved by the PTB Board.
2. Membership
All general members of the Organization are encouraged to volunteer on a standing committee. The role of Committee Chairperson is open to all members, eighteen years and older, of the organization.
3. Chairperson's Duties
 - a. The Committee Chairperson shall present a summary of their plans to the appropriate Executive Board Officer. Committee work shall not be undertaken without the approval of the Executive Board.

- b. Is responsible for ensuring that all donations are counted, reported and delivered to the Treasurer. That the work of that committee turns in all receipts for reimbursement in a timely manner and all Committee members follow PTB Treasurer Guidelines.
- c. Upon their resignation as Chairperson, will serve one additional year as an advisor to the incoming Committee Chair, if possible.

4. Record-Keeping

It is the responsibility of each committee to maintain a file that includes a list of duties performed during the year and any other useful paperwork or electronic data generated for the next school year. Each committee shall turn over this file any other committee materials to the appropriate Executive Board Officer at the conclusion of the event.

5. Materials Distribution

Any printed material distributed by a committee must be in compliance with all District and school regulations.

ARTICLE IX: AD-HOC & ADVISORY COMMITTEES

1. Establishment

Ad-hoc or Advisor committees shall be created by the PTB Board as may be required to promote the objectives and interests of the Organization. These committees shall be dissolved when their functions have been fulfilled.

2. Chairperson

The chairpersons of all ad-hoc committees shall be appointed by the President.

3. Size, Duration, and Responsibilities

The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the PTB Board.

ARTICLE X: INDEMNIFICATION OF OFFICERS AND COMMITTEE MEMBERS

1. Direct Indemnification

To the full extent specifically authorized by and in accordance with the procedure prescribed in, Section 108.75 of the General Non For Profit Corporation Act of Illinois (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the Organization shall indemnify any and all of its officers and committee members for expenses paid in connection with legal proceedings (whether threatened, pending , or complete) in which any such persons becomes involved by means of their service for or at the request of the Organization.

2. Insurance

The Organization will maintain insurance (inclusive of bond and liability) and a Federal Employee Identification Number (FEIN), and will keep it on record with BES.

ARTICLE XI: AMENDMENT OF BY-LAWS AND PROCEDURAL DOCUMENTS

1. **Reviewing By-Laws**
By-Laws shall be reviewed and dated at least every three years.
2. **Amending By-Laws**
These By-Laws may be amended as needed at any PTB general meeting of the Organization by a two-thirds vote of the MVPs present and any proxy votes received prior to the PTB general meeting. Written notice of the proposed amendment shall be given at least seven days prior to the meeting.
3. **Revision of By-Laws**
A committee may be appointed to submit a revised set of By-Laws as a substitute for the existing By-Laws. Revised By-Laws shall be accepted by a majority vote of the MVPS present and any proxy votes received prior to the PTB general meeting. Written notice of the revised By-Laws shall be given at least seven days prior to the meeting.
4. **Amending Procedural Documents**
Any supplemental procedural document used to govern activities of the Organization may be amended as needed by a two-thirds vote of the Executive Board.

Article XII: DISSOLUTION

In the event of dissolution of the Organization:

- a. The organization will make provisions for payment of all of the liabilities of the organization, including the return of any borrowed assets.
- b. All remaining assets and funds will be handed over to Bartlett Elementary School.

Article XIII: Parliamentary Authority

Robert's Rules of Order Newly Revised shall be used by the Organization as rules of order in all matters not already covered by these By-Laws.

Addendum I Gift Acceptance Policy

Purpose

This policy serves as a guideline for PTB Officers of the Board, members, MVPs, volunteers, and outside advisors' who assist in the gift planning and solicitation process, and prospective donors who wish to make gifts to The Organization of unrestricted, restricted and endowment funds. The Organization

actively solicits gifts and grants to further the mission of the PTB. As gifts can encourage others to give or do the opposite, this gift acceptance policy is intended only as a guide and allows for flexibility on a case-by-case basis.

Guidelines

The following guidelines should be followed in all circumstances of gift acceptance by any authorized representative of the organization:

- a. The Executive Board, or any authorized agent/s of the Board, may accept gifts, contributions, or bequests on behalf of the Organization for the general or special purposes of the Organization.
- b. The President or the 1st Vice President may establish a Gift Review Committee responsible for recommending whether or not The Organization should accept proposed gifts. The Committee shall consist of no less than two officers of the Board and two MVPs. The Chairperson of the Committee shall have the authority to appoint other volunteers or employees of BES or District U-46, on an ad hoc basis, who have special expertise that may be needed in order to make a decision on a specific gift.
- c. The Gift Review Committee may consider each gift according to its intended use, restrictions, liabilities and financial impact on the Organization or the school, now and in the future. Only gifts, bequests, devises, endowments, trusts and similar funds that are designated for the use of the Organization consistent with the stated goals and mission of the PTB will be considered for acceptance.
- d. Gifts that have the potential of jeopardizing the tax-exempt status or violating The Organization's policies, local, state or federal laws will not be accepted.

Types of Gifts

1. Cash
 - a. The Organization, regardless of amount, shall accept all gifts by cash, credit card, or check that are in accordance with the Gift Acceptance Guidelines.
 - b. Checks shall be made payable to the Bartlett PTB, unless otherwise specified. In no event shall a check be made payable to an individual who represents the Organization.
2. Publicly Traded Securities
 - a. The Organization can accept readily marketable securities, such as those traded on a stock exchange.
 - b. Gift securities are likely to be sold immediately by the Organization.
 - c. For the Organization's gift crediting and accounting purposes, the value of the securities is the average of the high and low on the date of the gift, in accordance with IRS regulations.
3. Closely Held Securities

- a. Gifts of closely held corporate stock would be carried on the Organization's books at \$1 in the absence of financial information that would enable determination of book value.
 - b. Such securities will be carried at book value until audited financial statements are provided to the Organization so that book value can be substantiated, or the donor provides a qualified appraisal in compliance with IRS regulations.
 - c. An appraisal of securities may be conducted under the direction of the Organization to determine both value and potential for sale.
 - d. Gifts of securities that require a holding period will be accepted and sold when the holding period has expired.
 - e. Gifts of securities that will not be accepted include: securities that are assessable or in any way could create a liability to the Organization; securities that, by their nature, may not be assigned (such as "S" corporation stock); securities that on investigation have no apparent value.
4. Real Estate
- a. The Gifts Review Committee will review gifts of real estate.
 - b. The donor is responsible for obtaining an appraisal of the property, unless otherwise determined by the Organization.
 - c. A member of the Gifts Review Committee must conduct a visual inspection of the property. If the property is located in a geographically distant area, a local real estate broker may substitute for a member of the Committee in conducting the visual inspection. The Organization may also require an environmental site assessment including Title V status for possible contamination, (i.e., leaking underground storage tanks) or other restrictions (i.e., wetlands).
 - d. Due to the expenses associated with gifts of real estate, only gifts valued in excess of \$10,000 will be accepted.
 - e. Prior to presentation to the Organization's Board, the donor must provide the following documents: real estate deed; real estate tax bill; plot plan; substantiation of zoning status; environmental site assessment.
 - f. If the donor is giving a life estate gift, the donor may be asked to pay for all or a portion of the following: maintenance cost; real estate taxes; insurance; real estate broker's commission and other costs of sale; appraisal costs.
 - g. If the real estate is an outright gift, the Organization will pay for these costs.
 - h. For the Organization's gift crediting and accounting purposes, the value of the gift is the appraised value of the real estate, excluding any costs to the Organization for insurance, real estate taxes, broker's commission, or other expenses of the sale.

- i. Properties with mortgages will be considered on a case-by-case basis. Consideration may include an independent appraisal and the mortgage percentage of property value.
 - j. All gifts of real estate approved by the Gifts Review Committee must then be presented for a vote at a PTB general meeting and approved by majority vote. If the real estate is to be given over to BES then it must also have the approval of the District and school administration prior to acceptance.
5. Life Insurance
- a. The Organization will accept gifts of life insurance policies only when The Organization is named as the owner and beneficiary of 100% of the policy.
 - b. If the policy is paid-up, the value of the gift for the Organization's gift crediting and accounting purposes is the policy's replacement costs.
 - c. If the policy is partially paid up, the value of the gift for the Organization's gift crediting and accounting purposes is the policy's cash surrender value.
6. Tangible Personal Property
- a. Gifts of tangible personal property to the Organization should have a use related to the Organization's exempt purpose.
 - b. Gifts of jewelry, artwork, collections, equipment, and software shall be accepted with approval by the Organization. Other matters that will be taken into consideration by the Organization before deciding on acceptable gifts of personal property include: transportation cost; storage cost; cost of selling; cost of maintenance and repairs; location of property; cost of insurance.
 - c. Such gifts of tangible personal property defined above shall be used by or sold for the benefit of the Organization or school.
 - d. Depending upon the anticipated value of the gift, the Organization shall have a qualified outside appraiser value the gift before accepting it.
 - e. The Organization adheres to all IRS requirements for disposing gifts of tangible personal property and filing appropriate forms.
7. Planned Gifts and Memorials
- a. The Board and volunteers shall encourage assets transferred through bequests that have immediate value to the Organization, or that can be liquidated. Gifts that appear to require more cost than benefit shall be discouraged or rejected.
 - b. The Foundation may accept and administer bequests and memorials designated for specific purposes.
 - c. If the memorial will result in a permanent fixture on school or District property then District and school administration approval would be required prior to acceptance.

Addendum II

Whistleblower Protection Policy

Purpose

The PTB requires Officers of the Board, Chairpersons, members, MVPs, and volunteers, to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members and representatives of the PTB, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable members and volunteers to raise serious concerns internally so that this organization can address and correct inappropriate conduct and actions. It is the responsibility of all Board Officers, members, and volunteers to report concerns about violations of this organization's code of ethics or suspected violations of law or regulations that govern this organization's operations.

No Retaliation

It is contrary to the values of this organization for anyone to retaliate against any Board Officers, Chairpersons, members, and volunteers who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Organization. Any member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of membership.

Reporting Procedure

The PTB has an open door policy and suggests that members share their questions, concerns, suggestions or complaints with your Committee Chairperson. If you are not comfortable speaking with your Chairperson or you are not satisfied with your Chairperson's response, you are encouraged to speak with an Executive Board Officer. Chairpersons and Officers are required to report complaints or concerns about suspected ethical and legal violations in writing to the PTB's President, who has the responsibility to investigate all reported complaints. Members with concerns or complaints may also submit their concerns in writing directly to their Chairperson or an Officer of the Board or the organization's Compliance Officer, the President.

Compliance Officer

The PTB's President will act as the organization's Compliance Officer and is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Board of all complaints and their resolution and will report at least annually to Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters

The Compliance Officer shall immediately notify the Audit Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as conduct unbecoming the PTB and is grounds for membership termination.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The PTB's President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Addendum III Conflict of Interest

Purpose

The purpose of the conflict of interest policy is to protect the PTB's interest 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.

Definitions

1. **Interested Person**

For purposes of this provision, the term "interest" shall include personal interest, interest as officer, member, of any concern and having an immediate family member who holds such an interest in any concern.

2. **Concern**

The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

3. **Financial Interest**

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.
4. Compensation
Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Procedures

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 the Executive Board Officers and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists
A financial interest is not necessarily a conflict of interest. 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. 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 Officers or committee members shall decide if a conflict of interest exists.
3. Addressing the Conflict of Interest
No Officer of the Organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. An Officer of the Organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Organization or with any entity of which the Organization is an affiliate. No transaction of the Organization shall be voidable by reason of the fact that any Officer of the organization has an interest in the concern with which such transaction is entered into, provided:
 - a. The interest of such Officer is fully disclosed to the Executive Board.
 - b. Such transaction is duly approved by the Executive Board not so interested or connected as being in the best interests of the Organization.
 - c. Payments to the interested Officer are reasonable and do not exceed fair market value.
 - d. No interested Officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Addendum IV Record Retention Policy

The PTB takes seriously its obligations to preserve information relating to litigation, audits, and investigations.

The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Organization may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the President.

From time to time, the President may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the President.

File Category	Items	Retention Period
Corporate Records	Bylaws & Articles of Incorporation	Permanent
	Board & Committee Meeting Agendas & Minutes	Permanent
	Corporate Resolutions	Permanent
Finance & Administration	Financial Statements	7 years
	Auditor Management Letters	7 years
	Check Register & Checks	7 years
	Bank Deposits & Statements	7 years
	Chart of Accounts	7 years
	General Ledgers & Journals	7 years
	Bank Reconciliations	7 years
	Investment Reports	7 years
	Correspondence General	2 Years
	Insurance	Policies
Claims-made		7 years
Claims After Settlement		7 years
Real Estate	Deeds	Permanent
	Leases	7 years
	Mortgages	7 years

Tax	IRS Exemption & Related Correspondence	Permanent
	Federal & State Tax Returns	7 years
	Charitable Organization's Registration	7 years
Human Resources	Committee Guidelines	7 years
	Procedure Manuals	7 years
Technology	Software Licenses & Support Agreements	7 years