

# **BY-LAWS for Pine View Association**

## **ARTICLE 1: NAME**

The name of this Corporation is Pine View Association, Inc., hereinafter referred to as the “Association”. The place in this state where the principal office of the Association is to be located is the City of Osprey, Sarasota County.

## **ARTICLE II: CORPORATE STATUS**

The Association is a corporation not for profit governed by Chapter 617 of the Florida Statutes.

## **ARTICLE III: OBJECT AND PURPOSE**

The general purpose of the Association shall be to provide guidance and assistance for gifted children and to furnish aid for buildings, research, instruction, equipment, and facilities, for Pine View School for the Gifted.

This corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

#### **ARTICLE IV: MEMBERSHIP**

Section 1. Any person subscribing to the purpose of the Association shall be eligible for membership in the Association upon submission of the Association's registration form to the Association's Board of Directors and upon qualification as a parent or guardian by Pine View School administration, without regard to race, color, creed, gender or national origin.

Section 2. Membership shall be for the period of September 1 to August 31 of each year.

Section 3. This Association shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

#### **ARTICLE V: DIRECTORS**

Section 1. The policies of the Association and the control and management of its affairs shall be vested in a Board comprised of a maximum of twenty-three (23) directors, chosen from the members in good standing, as follows:

Parent Directors: Up to fifteen (15) directors shall be members who are parents of current Pine View School students.

Faculty Directors: Up to three (3) directors shall be current Pine View School faculty members. The Faculty Directors will be selected by the Pine View School faculty and administration;

Alumni Directors: Up to three (3) directors shall be members who are graduates of Pine View School.

Pine View School Principal: The principal of Pine View School shall be a Director; and

Student Directors: Two (2) student representatives shall serve on the Board as non-voting Directors.

Section 2. The Parent Directors shall be elected for staggered terms of three (3) years such that the elementary, middle and high school divisions are equally represented.

(a) Each year, the Association will solicit candidates for the position of Parent Director. The Elections Committee will review the candidates and present a slate of candidates to the Association membership, which will elect the Parent Directors by a majority vote at the regular annual meeting, as hereinafter described.

(b) Each year, Parent Directors will be re-elected or new Parent Directors will be elected in an attempt to preserve a balanced representation of all three divisions as follows: Five (5) Parent Directors represent elementary school grades 2-5; Five (5) Parent Directors represent middle school grades 6-8; Five (5) Parent Directors represent high school grades 9-12.

(c) An elected parent director may be assigned to represent the school in which they were elected, even though their child(ren) may have moved up into a higher school during the director's three-year term. A parent director can only represent a school (elementary, middle or high) that their child(ren) has attended in the past or currently attends. Section 3. The Alumni Directors shall be elected for staggered terms of three (3) years.

(a) Each year, the Alumni Committee shall present a slate of candidates for an open Director position to the Board. The Elections Committee will review the candidates and present its recommendations to the Board, which

will elect the Alumni Director by a majority vote of the Association's Board at the regular annual meeting.

Section 4. The Faculty Directors will be selected to serve for terms of one year and may be reappointed to additional terms by the faculty and administration.

Section 5. The Student Directors will serve one-year terms. One director will be an 11th grade student and one director will be a 12th grade student. Both will be chosen by the students of their respective classes.

Section 6. A quorum at any meeting of the Board of Directors shall consist of a majority of the members of the Board.

Section 7. Any vacancy of the Board may be filled by the Board at its next regular meeting. The director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 8. Three (3) days' notice shall be given to each Director prior to any special or regular meeting of the Board of Directors, except that no notice need be given for a regular meeting if the Board of Directors adopts a regular meeting policy.

Section 9. Any Board member who misses three (3) regularly scheduled meetings of the Board of Directors within one (1) year may, by action of the majority of all votes of the directors, be removed from the Board of Directors.

Section 10. Any action or conduct which impedes the Board's efforts to achieve its policies or goals or brings discredit upon the Board is prohibited. Any failure to promote the Board's efforts to implement its policies or accomplish its goals is also prohibited.

## **ARTICLE VI: OFFICERS**

Section 1. The Officers of this organization shall consist of a President, a Vice President of Sponsorship, a Vice President of School Support, a Vice President of Communications, a Recording Secretary, and a Treasurer. All

of the Officers must be Board members and parents of current Pine View Students.

Section 2. Officers shall be elected by the Board of Directors at the February meeting of the Board. The Election Committee will present a slate of officers at the meeting. Nominations may also be taken from the Board at that meeting.

Section 3. The duties of Officers are as detailed in the Association's Policies and Procedures Manual.

## **ARTICLE VII: EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the Officers of the Association.

Section 2. The duties of the Executive Committee shall be to transact business in the intervals between Board meetings, in emergencies, during the summer months, to call special meetings, and to conduct such other business as may be referred to it by the Board.

Section 3. To present a report at the April meetings of the Association.

Section 4. To approve the budget as prepared by the Budget Committee.

Section 5. To approve bills and expenditures.

## **ARTICLE VIII: MEETINGS**

Section 1. The regular annual meeting of this membership shall be held in the month of April of each year at a time and place to be set by the Board of Directors. Notice of such annual meeting shall be given to each member at least seven (7) days prior to the date of said annual meeting.

Section 2. Meetings of the Board of Directors and the Executive Committee shall be held at such times and places as shall be determined by their respective memberships.

Section 3. Minutes of all meetings of the membership, Board of Directors, and Executive Committee will be kept.

Section 4. Special meetings may be called by the Executive Committee, three (3) days' notice having been given to Board Members.

## **ARTICLE IX: COMMITTEES**

Section 1. The Association will have four standing committees: Executive, Development, Finance and Governance.

Section 2. The President, with the approval of the Board of Directors, shall appoint such other committees as may be necessary to carry out the goals and objectives of this organization and to properly administer its affairs.

Section 3. The duties and structures of the committees are as detailed in the Association's Policies and Procedures Manual.

Section 4: The chairperson of each standing committee shall present a plan of work, including a budget, to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors. All chairpersons are required to submit a written report of their committee activities at year-end. These reports shall be kept by the Recording Secretary.

Section 5. The President shall be a member ex-officio of all committees except the Election Committee.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of this Association shall be July 1 - June 30.

## **ARTICLE XI: INDEMNIFICATION**

The Pine View Association shall indemnify any duly elected and/or appointed Officer Director, and/or committee chairperson who was or is made a party, or is threatened to be made a party, to any threatened, pending, or completed action, lawsuit, or proceeding, whether civil, criminal, or investigative, or any past officer, director, and/or committee chairperson duly elected and/or appointed to any position during the time complained of by any complainant from and against any and all expenses, including attorney's fees, incurred by him/her in defense of such action(s), as long as he/she acted in good faith and with knowledge, information, and belief that he/she acted or omitted to act in the best interest of the Pine View Association.

The Pine View Association Board of Directors is authorized but not required, to insure this indemnification through a reputable insurance carrier at the Association's sole discretion in such amount(s) as it may from time to time deem appropriate.

## **ARTICLE XII: AMENDMENTS**

These by-laws may be amended by a majority vote of the Board of Directors and voting on the basis of one (1) vote per Board member in good standing at any duly authorized meeting of the organization provided notice of the subject of the proposed amendment(s) is given in the notice of the meeting.

### **AMENDMENT**

#### **Conflict of Interest**

The PVA Board resolves that no member of the Board of Directors shall serve on the Board or participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has a potential conflict of interest. We define a conflict of interest as any set of circumstances which

creates a risk that professional judgment or actions regarding the best interests of the PVA may be unduly influenced by financial gain, desire for personal or professional advancement, the wish to do favors for family, friends or business associates, or for any other secondary interest.

When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved, and/or take such other action as may be appropriate. Any board member is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Non-compliance of this policy and procedures and the by-law pertaining to conflict of interest on the part of the board member shall constitute cause for removal from the board.

The Board hereby adopts the solicitation disclaimer set forth in No. 2, below, and recommends the language in No. 3, below, be voted on at the annual membership meeting in April 2015. Until such time as the language in No. 3 is formally adopted, the Board shall follow the proposed Conflict of Interest provision unless the Board finds good cause to do otherwise.

1. **Solicitation Disclaimer.** Three things must be included on every “solicitation, confirmation, receipt or reminder of a contribution:”
  1. A note that one may visit PVA’s web address to obtain PVA’s registration information and this disclaimer: “Prospective donors may also contact the Florida Department of Agriculture and Consumer Services' toll-free hotline at 1-800- HELP-FLA (435-7352) to verify registration and financial information.”
  2. The standard disclosure, as follows: “A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL- FREE WITHIN THE STATE.



REGISTRATION DOES NOT IMPLY ENDORSEMENT,  
APPROVAL, OR RECOMMENDATION BY THE STATE.”

3. The Act contains a new provision stating that “if the solicitation occurs on a website, the statement must be conspicuously displayed on any webpage that identifies a mailing address where contributions are to be sent, identifies a telephone number to call to process contributions, or provides for online processing of contributions.”
4. Note that if a solicitation consists of more than one piece, the statement “must be displayed prominently in the solicitation materials.” (i.e. you can’t bury it in fine print on the last page of a 5-page solicitation letter).
2. **Conflict of Interest -- Amendment to the Bylaws.** The Act contains a new provision requiring that organizations registered to solicit contributions in Florida adopt a policy regarding “conflict of interest transactions.” The Act also mandates that the policy adopted by the organization must require annual certification of compliance with the policy by all directors, officers, and trustees of the organization. A copy of the annual certification must be submitted to the Department as part of the organization’s annual registration. A proposed Conflict of Interest Disclosure Form is attached as Exhibit A.

1. Proposed language of amendment to the Bylaws:

**Conflicts of Interest**

1. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.
2. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or 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 director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
  1. The interest of such officer or director is fully disclosed to the board of directors,
  2. such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization,
  3. payments to the interested officer or director are reasonable and do not exceed fair market value,
  4. no interested officer or director 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, and

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

3. All directors and officers must file an annual certification of compliance with the conflict of interest policy set forth above.

## **PINE VIEW ASSOCIATION**

### **CONFLICT OF INTEREST DISCLOSURE FORM**

NAME:

TITLE/POSITION:

Please describe any relationships, transactions, positions you hold (as owner, director, employee or volunteer of a for-profit or nonprofit organization) or circumstances you believe might contribute to an actual or perceived conflict of interest between your duties to the PINE VIEW ASSOCIATION (“PVA”) and your personal or professional interests:

I, or my spouse or member of my immediate family,  
sit on the following nonprofit boards:

I, or my spouse or member of my immediate family, am/are an owner, officer, director, majority shareholder or employee of the following for-profit business(es):

I am a duly-elected or appointed public official as noted below:

I have the following other potential conflict of interest to report:

I have no conflict of interest to report.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. In addition, I certify that I will make further disclosures as my personal or family interests

change. I have reviewed and agree to abide by the PVA's Conflict of Interest policy.

Signed:

This day of\_, 20\_.

**PINE VIEW ASSOCIATION**

**PROPOSED NONDISCRIMINATION POLICY**

The Pine View Association (PVA) does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital or familial status, sexual orientation, socio-economic status or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our Board of Directors, officers, committee members, staff, agents, donors, volunteers, subcontractors, vendors, teachers and students.

**PINE VIEW ASSOCIATION**

**PROPOSED WHISTLEBLOWER POLICY**

Any person with knowledge or suspicion of any illegal, fraudulent or wrongful behavior on the part of any person associated with the Pine

View Association (PVA) is encouraged to report these concerns to the Board President or any other officer or director of the organization. The President, officer or director is to promptly advise the Board of the reported behavior and the Board will determine what action, investigation or other response is warranted under the circumstances. The Board will protect the reporting individual from any retaliation arising from the good-faith reporting of suspected illegal, fraudulent or other wrongful behavior.

## **PINE VIEW ASSOCIATION**

### **PROPOSED DOCUMENT RETENTION AND DESTRUCTION POLICY**

#### **1. Purpose**

In accordance with 18 U.S.C. Section 1519 and the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by the organization in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate the operations of the Pine View Association (PVA) by promoting efficiency and freeing up valuable storage space.

#### **2. Treatment of Documents with Personal Information**

1. Confidentiality Policy. Personal information, such as name, age, address, email address, phone numbers or the like, obtained in the course of PVA's operations shall be kept strictly confidential.
2. Nondisclosure. Any document containing the personal information related to students, teachers, administration officials and staff of the Pine View School, Board members, directors, officers or committee members, agents, or volunteers shall not be disclosed to any third person, party or entity without the written authorization of the person to whom that document relates or, if that person is a minor, that person's guardian unless pursuant to a court order or legal process such as a subpoena. All PVA Board members and any persons acting on behalf of the Board shall strictly adhere to the PVA's policy of keeping any personal information obtained in the course of its operations as confidential. The PVA shall counsel its members, agents, employees or other persons acting on its behalf as to the confidentiality policy.
3. Limited Access to Student Information. Moreover, the PVA or persons acting on behalf of the Board shall take special care to limit access to personal

information about students or minors to only those persons necessary to carry out Board activities and those persons so designated shall not disseminate information to any other person, even other Board members, unless approved by the Board. Questions as to who should have access to student information shall be directed to the Board President, who shall have the discretion to allow or disallow access as necessary.

4. Sanctions for Violations of Confidentiality. Violation of this policy is grounds for immediate termination from the Board or such other lesser sanction as may be approved by resolution of the Board.

#### 4. Document Retention

The PVA follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

##### Corporate Records

Record Type	Retention
Annual Reports to Secretary of State/Attorney	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
Documentation for Tax-Exempt Status	Permanent
IRS Determination Letter	Permanent



State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	5 years

### **Accounting and Corporate Tax Records**

<b>Record type</b>	<b>Retention</b>
Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records	5 years

Petty Cash vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years

### **Bank Records**

Record Type	Retention
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements	7 years
Transfer Documents	7 years

### **Payroll and Employment Tax Records**

Record type	Retention
Payroll Registers	Permanent
<del>and</del> New Hire Employment	Permanent
Earnings Records	1 years
Garnishment Records	1 years
Payroll Tax returns	1 years
W-2 Statements	1 years

### Employee Records

Record type	Retention duration
<del>Agreements</del> and Termination	Permanent
Retirement and Pension Plan Documents	Permanent

Records Relating to Promotion	years after termination, /
Records Relating to Compensation	3 years
Salary Schedules	3 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years

### **Organization-Specific Records**

Record Type	Retention Duration
Records and Acknowledgement	1 years
Grant Applications and Contracts	years
Student Directory Information	years

## Legal, Insurance and Safety Records

Record type	Retention duration
Appraisals	Permanent
Regulations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Documents	Permanent
Records	Permanent
Regulations	Permanent
Leases	Permanent
OSHA Documents	5 years
General Contracts	Permanent

4.

### **Electronic Documents and Records**

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

### **5. Emergency Planning**

The organization’s records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping the organization operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

### **6. Directors and Officers**

Directors and Officers shall immediately return any PVA records in their possession to the PVA upon request of the Board President or upon resignation or termination from the Board.

### **7. Document Destruction**

The PVA Board is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial records, personnel-related documents or documents with sensitive personal information will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

## **8. Compliance**

Failure on the part of the Board or its agents or employees (if any) to follow this policy can result in possible civil and criminal sanctions against the PVA and possible disciplinary action against responsible individuals. The President and Treasurer will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.