

TERRASET ELEMENTARY SCHOOL PTO, INC. BYLAWS

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TABLE OF CONTENTS

| | |
|---|----------|
| ARTICLE I – NAME | 3 |
| ARTICLE II – PURPOSE | 3 |
| ARTICLE III – MEMBERS | 3 |
| SECTION 1 – DEFINITION | 3 |
| SECTION 2 – DUES | 3 |
| SECTION 3 – TERMS | 3 |
| ARTICLE IV – OFFICERS | 4 |
| SECTION 1 – OFFICERS | 4 |
| SECTION 2 – NOMINATIONS AND ELECTIONS | 4 |
| SECTION 3 – ELIGIBILITY | 5 |
| SECTION 4 – TERMS OF OFFICE | 5 |
| SECTION 5 – QUORUM AND VOTING | 5 |
| SECTION 6 – DUTIES | 5 |
| SECTION 7 – VACANCIES | 5 |
| SECTION 8 – REMOVAL FROM OFFICE | 5 |
| ARTICLE V – MEETINGS | 6 |
| SECTION 1 – REGULAR MEETINGS | 6 |
| SECTION 2 – SPECIAL MEETINGS | 6 |
| SECTION 3 – QUORUM | 6 |
| SECTION 4 – RESCHEDULING | 6 |
| ARTICLE VI – EXECUTIVE COMMITTEE | 6 |
| SECTION 1 – MEMBERSHIP | 6 |
| SECTION 2 – DUTIES | 6 |
| SECTION 3 – MEETINGS | 6 |
| SECTION 4 – QUORUM AND VOTING | 7 |
| SECTION 5 – RESCHEDULING | 7 |

| | |
|--|----------|
| ARTICLE VII – COMMITTEES | 7 |
| SECTION 1 – MEMBERSHIP | 7 |
| SECTION 2 – STANDING COMMITTEES | 7 |
| SECTION 3 – ADDITIONAL COMMITTEES | 7 |
| SECTION 4 – COMMITTEE CHAIRS | 7 |
| SECTION 5 – OFFICER LIAISON | 7 |
| ARTICLE VIII – FINANCES | 8 |
| SECTION 1 – BUDGET | 8 |
| SECTION 2 – RECORDS | 8 |
| SECTION 3 – BUDGET CHANGES | 8 |
| SECTION 4 – APPROVAL OF TRANSACTIONS | 8 |
| SECTION 5 – FINANCIAL STATEMENTS | 8 |
| SECTION 6 – AUDITING COMMITTEE | 8 |
| SECTION 7 – FUNDS UPON DISSOLUTION | 9 |
| SECTION 8 – FISCAL YEAR | 9 |
| ARTICLE IX – PARLIAMENTARY AUTHORITY | 9 |
| ARTICLE X – STANDING RULES | 9 |
| ARTICLE XI – DISSOLUTION | 9 |
| ARTICLE XII – AMENDMENTS | 9 |
| ARTICLE XII – CONFLICT OF INTEREST POLICY | 9 |

TERRASET ELEMENTARY SCHOOL PTO, INC. BYLAWS

Article I – Name

The name of this organization shall be the “Terraset Elementary School PTO, Inc.” (hereinafter referred to as “Terraset PTO” or the “Organization”), a Virginia nonstock corporation organized and operated as a nonprofit, tax-exempt organization within the meaning under Internal Revenue Code section 501(c)(3).

Article II – Purpose

The Terraset PTO is organized to support the education of the children at Terraset Elementary School by fostering relationships between the school, parents, families, and teachers.

Article III – Members

Section 1 – Definition

Any parent, guardian, or other adult family member of a student at the school may be a member of the Organization and shall have voting rights. The principal and any teacher or staff employed at the school may be a member of the Organization and shall have voting rights.

Section 2 – Dues

Dues, if any, shall be established by the Executive Committee. If dues are charged, a member must have paid the dues at least seven (7) calendar days before any meeting to be considered a member in good standing with voting rights. Dues, if charged, are assessed annually per individual member.

Section 3 – Terms

Membership begins on the first day of August and expires on the last day of September the following year.

Article IV – Officers

Section 1 – Officers

The Officers of the Organization shall consist of a President, Vice President, Secretary, Treasurer, and one At-Large Officer.

- A. President** – The President shall preside over meetings of the Organization and Executive Committee, serve as the Organization’s primary contact for the Principal, represent the Organization at meetings outside the Organization, and coordinate the work of all Officers and committees so that the purpose of the Organization is served.
- B. Vice President** – The Vice President shall assist the President and shall serve in the President’s absence.
- C. 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 shall maintain a copy of all official records, rules, membership lists, and any other necessary supplies and bring such resources to meetings.
- D. Treasurer** – The Treasurer shall receive all funds of the Organization, maintain an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Officers. A financial statement shall be prepared by the Treasurer and presented at every regular meeting, when requested by the Executive Committee or Auditing Committee, and at the end of the fiscal year.
- E. At-Large Officer** – The At-Large Officer shall support and assist the other Officers in fulfilling the purpose of the Organization.

Section 2 – Nominations and Elections

- A. First Year** – The Officers shall name a Nominating Committee comprised of members who shall select a slate of candidates for each office. The slate shall be presented at a regular meeting the second to last month of the school year. At that meeting, nominations may also be made from the floor. Elections shall be held at a regular meeting the last month of the school year with the elected Officers’ terms beginning the day after the final day of the school year.

B. Subsequent Years – Elections shall be held at the second to last meeting of the school year.

1. A Nominating Committee of three members shall be elected by the members at a general or special meeting two months prior to the election. It shall be the duty of this committee to nominate one or more candidates for each office.
2. The Nominating Committee shall report at the meeting one month prior to the elections. Before the elections, additional nominations from the floor shall be permitted. Voting shall be by a voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 3 – Eligibility

Members are eligible for office if in good standing at least seven (7) calendar days before the Nominating Committee presents the slate. Members of the Nominating Committee are not eligible for office.

Section 4 – Terms of Office

Officers are elected for one-year terms and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time. An Officer's term begins on the day after the final day of the school year.

Section 5 – Quorum and Voting

A majority of all existing Officers constitutes a quorum. Officers may participate in or conduct a regular or special meeting using any means of communication by which all Officers participating may simultaneously hear each other during the meeting or by any means allowed under Virginia law.

Section 6 – Duties

Officers shall act as the governing board of the Organization. The duties of the Officers include transacting business between regular meetings, committee oversight, preparing and submitting a budget to the membership, approving routine bills, and preparing reports and recommendations to the membership.

Section 7 – Vacancies

Any vacancy of an Officer position, except for the office of President, shall be filled by a majority vote of the Executive Committee within 30 days of the vacancy. If there is a vacancy in the office of President, the Vice President shall become President and the Vice President position shall be filled by a majority vote of the Executive Committee within 30 days.

Section 8 – Removal from Office

Officers may be removed from office, with or without cause, by a two-thirds vote of those present at a regular meeting, where previous notice has been given.

Article V – Meetings

Section 1 – Regular Meetings

The regular meetings of the Organization shall be at a time and place determined each year by the Officers at least one month before the first meeting. These meetings are for receiving reports and conducting other business that should arise. The Secretary is responsible for notifying the members of the meetings via email, notice delivered via the school's weekly paper or electronic student folders, or post such notice on the Organization's website.

Section 2 – Special Meetings

Special meetings may be called by the President, any two (2) members of the Executive Committee, or five (5) general members in good standing by submitting a written request to the Secretary. Previous notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting, by notice via the school's weekly paper or electronic student folders or email.

Section 3 – Quorum

The quorum for transacting business in a regular meeting shall be ten (10) members, in good standing, of the Organization.

Section 4 – Rescheduling

Regular meetings cancelled due to weather or other reasons may be rescheduled by the Officers by providing five (5) or more days' notice to members via the school's weekly paper or electronic student folders or email. Special meetings may be rescheduled in the same manner as regular meetings, by providing ten (10) or more days' notice.

Article VI – Executive Committee

Section 1 – Membership

The Executive Committee shall consist of the Officers, Principal or Principal's Designee, and Standing Committee chairs.

Section 2 – Duties

The duties of the Executive Committee shall be to create standing rules and policies and review the actions of the Officers.

Section 3 – Meetings

Regular meetings of the Executive Committee shall be held monthly on the same day and at the same time each month to be determined by the Executive Committee. Special meetings may be called by any two Executive Committee members with a 24-hour notice provided by email, phone, or other means of communications previously approved by the Executive Committee.

Section 4 – Quorum and Voting

A majority of Executive Committee members constitutes a quorum. Executive Committee members may participate in or conduct a regular or special meeting using any means of communication by which all Executive Committee members participating may simultaneously hear each other during the meeting or by any means allowed under Virginia law.

Section 5 – Rescheduling

Meetings cancelled due to weather or other reasons may be rescheduled with a majority approval of the Executive Committee and with a 24-hour notice provided by email, phone, or other means of communications previously approved by the Executive Committee.

Article VII – Committees

Section 1 – Membership

Committees may consist of any member in good standing, including Officers.

Section 2 – Standing Committees

The following Standing Committees shall be held by the organization: Membership, Communications, and Auditing.

Section 3 – Additional Committees

The Officers may appoint additional committees, as needed.

Section 4 – Committee Chairs

Committee chairs shall be approved by the Officers. Committees may have one or more co-chairs, with each Standing Committee having only one vote as part of the Executive Committee, regardless of the number of committee chairs.

Section 5 – Officer Liaison

Each committee shall be appointed one Officer liaison by the President, to whom the chair or co-chairs report regularly on the activities of the committee. Officer liaison responsibilities shall be allocated amongst the Officers as evenly as possible.

The Officer liaison shall provide the Executive Committee a summary of activities for the appointed committees no less than once each month, in months where activity occurs, at a regularly scheduled meeting or by email. Committee chairs may be designated to report on behalf of the Officer liaison.

Article VIII – Finances

Section 1 – Budget

A tentative budget shall be drafted by the Officers for each school year and approved by a majority vote of the members present at the first meeting of the school year.

Section 2 – Records

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

Section 3 – Budget Changes

A majority of Officers is required to approve budget line changes. Changes over \$500 to a budget line item requires a majority vote of the general membership in attendance at a regular or special meeting.

Section 4 – Approval of Transactions

Signatures of two Officers shall be required on each check. Prior approval by two Officers, in writing or via email, is required for any debit transaction. Each term, the Officers shall determine three authorized signers to execute banking transactions and approvals.

Section 5 – Financial Statements

The Treasurer shall prepare financial statements monthly, for review at each regular membership meeting and at the end of the year to be reviewed by the Auditing Committee.

Section 6 – Auditing Committee

The Auditing Committee shall conduct a review of the Organization's financial records no less than annually to:

- A. Review the adequacy of internal controls;
- B. Review the accuracy of records and reports to the Executive Committee and membership;
- C. Ensure the proper authorization of activities and expenditures;
- D. Ensure compliance with all insurance and other legal requirements;
- E. Verify all bank account balances;

Section 7 – Funds upon Dissolution

Upon the dissolution of the Organization, any remaining funds shall be used to pay any outstanding obligations of the Organization and, with the membership's approval, be spent for the benefit of the students or transferred to another organization with the same goals as the PTO.

Section 8 – Fiscal Year

The fiscal year shall begin on August 1st and end on July 31st.

Article IX – Parliamentary Authority

The most current version of *Robert's Rules of Order Newly Revised*, shall govern meetings, in which they are not in conflict with these bylaws.

Article X – Standing Rules

Standing rules may be approved by the Executive Committee, and the Secretary shall keep a record of the standing rules.

Article XI – Dissolution

The Organization may be dissolved with a 30-day previous notice and a two-thirds vote of those present at a special meeting called for purposes of considering dissolution. The Executive Committee must draft a resolution of dissolution and provide the resolution and notice of the date, time, and location of a special meeting, to all members via the email or postal address on record.

Article XII – Amendments

These bylaws may be amended at any regular or special meeting, provided previous notice was given in writing at the prior regular meeting and then sent to all members of the Organization by the Secretary. Notice may be given via the email or postal address on record. Amendments shall be approved by a two-thirds vote of those present at the general or special meeting.

Article XII – Conflict of Interest Policy

Whenever an Officer or Executive Committee member has a financial or personal interest in any matter coming before the Organization, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of the disinterested Executive Committee members determine that it is in the best interest of the Organization to do so. The minutes of meetings at which such votes are taken shall record the disclosure, abstention, and rationale for approval.