

Explanation of Recommended Changes

1. Purpose: Added 501 (c)(3) and no compensation
2. Meetings: Redefined and eliminated excess meetings
3. Officers: Clarified DPC Votes
4. President: changed control to coordinate and added Policy and Procedure clause.
5. Under each Executive Board Member also added Policy and Procedure clause.
6. Term of office: No more than 2 consecutive years
7. Executive Board: Redefined
8. Meetings: Eliminated one sentence
9. General Board; Membership: added any member can place item on agenda as topic.
10. Finances: Placed most of the description into Policy and Procedures.
11. Added Dissolution to end of by-laws. This will outline what is needed if organization is terminated.

These are just recommendations from this Board. If you have suggestions, we ask that you e-mail them to us before the October PTO Meeting. Open discussion will be held at that time.

Thank you for taking the time to go thru this document and make recommendations.

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BYLAWS
OF THE
ADENA ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION

I. Name

The name of the organization shall be the Adena Elementary Parent Teacher Organization (PTO).

II. Purpose

A. The purpose of the organization shall be to enrich the students of Adena Elementary School by providing support for their educational and recreational needs, and to promote open communication between the administration, teachers and parents.

B. The organization is organized exclusively for charitable and educational purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

C. No Compensation: Members of the Board shall not receive any compensation for their services as Director, but the board may, by resolutions, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses.

III. Membership

All parents and/or legal guardians of students who currently attend Adena Elementary School and all current faculty and staff of Adena Elementary School are considered members in the organization. Members shall have the right to attend and participate in all ~~Membership Meetings~~ and activities of the organization.

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IV. Meetings

A. ~~Membership Meeting~~ Monthly ~~Membership Meetings~~ of the organization shall be held during each school year. The time and place of the meetings shall be announced at least seven calendar days prior to the meeting date.

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B. ~~Special Meetings~~ Additional ~~Special Meetings~~ of the organization may be called, either by vote of the Executive Board or by petition of a majority of the members. The time and place of all Special Meetings shall be announced at least seven days prior to the meeting date when possible or as determined by a ~~minimum of five members~~ of the Executive Board.

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C. ~~Membership Quorum~~, ~~A minimum of ten~~ members, at least two of whom are officers, shall constitute a quorum for the transaction of business in any ~~Membership Meeting~~ of the organization. ~~The President or designee shall preside at all meetings of the organization.~~

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D. ~~Executive Board Meeting~~ Executive ~~Board Meetings shall be held in accordance with Article VII, Section B of these Bylaws.~~

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E. ~~Voting~~ A majority vote of the members present at any meeting shall be required for all action to be taken by the organization. Voting on monetary issues and other areas as deemed appropriate by the president and officers of the organization shall be by written ballot.

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V. Officers

A. Positions The elected officers of the organization shall consist of a President, Vice-President, Secretary, Treasurer and District Parent Council (DPC) Representatives (2). DPC Representatives

will get one vote each. Two persons may be nominated and elected to fill any single position, with each office given only one vote. When an office is shared, both of the persons shall be given all of the rights and responsibilities of the office as enumerated herein. One person may hold up to two positions but will be entitled to only one vote.

B. President (s)

The President:

- shall be ~~the Chairperson~~ of the Executive Board;
- shall be the principle executive officer of the organization and shall act as a liaison between parents, teachers, administration and the organization;
- shall in general supervise and coordinate all of the activities of the organization, subject to the control of the Executive Board and the direction of the membership;
- shall preside at all meetings of the membership and Executive Board when present, or shall appoint a designee when unable to be present;
- shall vote in the case of a tie in a vote of the Executive Board, or membership;
- shall select and appoint the chairpersons of all Standing and Special Committees except as otherwise noted in these Bylaws; and
- shall be an ex-officio member of all committees of the organization, except nominating and auditing committee and shall have the authority to call special meetings of the Executive Board as deemed necessary.
- shall follow responsibilities outlined in the President's Policy and Procedures.

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C. Vice-President (s)

The Vice-President:

- shall be a member of the Executive Board;
- at the designation of the President, shall perform the duties of the President;
- shall assume the role of Chairperson of Programs;
- shall act as an aide to the President; and
- shall perform such other duties as are delegated by the President or the Executive Board or as stated in these Bylaws.
- shall follow responsibilities outlined in the Vice-President's Policy and Procedures.

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D. Secretary (s)

The Secretary:

- shall be a member of the Executive Board;
- shall be responsible for correspondence involving the Board;
- shall record the minutes of all meetings of the Board and organization, and will appoint a recorder in the event of his/her absence from regular meetings;
- shall be responsible for maintaining current and term records of the organization's Bylaws, Standing Rules and other records of the organization;
- shall be responsible for maintenance and transfer of past record archives; and

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- shall perform all duties incident to the office of Secretary and such other duties as delegated by the President or the Executive Board or as stated in these Bylaws.
- shall follow responsibilities outlined in the Secretary's Policy and Procedures.

E. Treasurer (s)

The Treasurer:

- shall be a member of the Executive Board;
- shall have charge of and be responsible for all funds of the organization;
- shall receive and give receipts or invoices for monies due and payable to the organization from all sources;
- shall deposit such funds only into PTO designated accounts as are selected and approved by the Executive Board;
- shall present a written financial report at each meeting or at other times as requested by the Executive Board;
- shall, at least once a year, submit financial books and records for audit or at the request of the Executive Board;
- shall provide to the President an updated monthly ledger detailing all financial transactions for that month;
- shall annually secure a non-profit institutional fidelity bonding policy of which the expenditure involved in securing the bond is a legitimate expense funded by the Adena PTO;
- shall make disbursements as authorized by the President, Executive Board, or membership in accordance with the budget adopted by the membership as noted in the minutes; and
- shall perform all duties incident to the office of Treasurer and such other duties as delegated by the President or the Executive Board or as stated in these Bylaws.
- If an approved disbursement is greater than \$1,000.00, the check requires two signatures. The signature approval list shall include the President, the Vice-President, the Treasurer and the Secretary.
- shall follow responsibilities outlined in the Treasurer's Policy and Procedures.

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F. District Parent Council (DPC) Representatives (two)

DPC Representatives:

- shall be members of the Executive Board;
- shall act as representatives of the Adena PTO and are responsible for attending all District Parent Council Meeting;
- shall report on activity of Lakota School Board on a monthly basis;
- shall relate all pertinent information back to the organization on a monthly basis; and
- shall perform all duties incident to the office of District Parent Council Representative and such other duties as delegated by the President or the Executive Board or as stated in these Bylaws.
- shall follow responsibilities outlined in the District Parent Council Representative's Policy and Procedures.

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VI. Elections

A. Procedure The election of officers shall take place during the last Membership Meeting each year. All members of the organization may participate in the election. The Nominating Committee shall present a written slate of officers for election. Further nominations may be received from the floor for positions left unfilled by the Nominating Committee. Any contested election shall be by written ballot prepared by the Nominating Committee. The election of the slate, if non-contested, may be by voice vote. In the event of a tied vote, the vote shall be determined by the Executive Board.

B. Term of Office The term of each officer shall be for one year, with the exceptions of the President, beginning on July 1st and ending on June 30th. A person may be elected to the same or another office for more than one term. No officer may be elected to serve for more than 2 consecutive terms for the same office. The President shall hold one 2 year term.

C. Nominating Committee The Nominating Committee shall be composed of no fewer than three, preferably five members, two of whom shall be selected from the General Board. A teacher may serve on the Nominating Committee. The President and Principal shall not serve on the Nominating Committee. However, their input may be requested. The Chairperson of the Committee shall be appointed by the President. All other members shall be selected from the membership of the Adena PTO.

The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as Officers, Chairpersons, or Activity Coordinators. They shall contact all persons who are nominated to confirm their willingness to serve. The Committee shall actively recruit for positions unfilled through nominations. The Nominating Committee shall prepare a written slate of all candidates for the positions of Officers, Chairpersons and Activity Coordinators to present for election by the membership.

D. Vacancies In case a vacancy occurs in the office of President, the Vice-President shall assume the office. If the Vice President is unable to fulfill this commitment, another elected member of the Executive Board may fill this position. When a vacancy occurs in another position, the President shall appoint a replacement and notify the membership.

VII. Executive Board

A. Executive Board The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, two District Parent Council (DPC) Representatives, the Principal and one Teacher Representative. Positions, other than Principal and Teacher Representative, are elected by the membership to serve as their representatives regarding business of the organization and to the school district.

They shall record legal documentation of association business and activities, record and be fiscally responsible for association monies and assets, represent the organization's interests at district functions. They shall also maintain and update the Policies and Procedures as necessary.

B. Meetings Meetings of the Executive Board shall be held at the President's discretion. A quorum shall consist of a minimum of four members of the Executive Board, one of whom must be the President or the Vice President acting for the President. A quorum is necessary to vote.

Any members of the organization may attend an Executive Board Meeting with the exception of closed meetings as deemed appropriate by the President. Only Executive Board Members shall be entitled to vote on matters before the Executive Board.

VIII. General Board

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A. General Board The General Board shall consist of the Executive Board Members as specified within these Bylaws, Committee Chairpersons, and the Activity Coordinators that are appointed by the Nominating Committee and approved by the general membership.

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The General Board:

- shall conduct the day to day business of the organization;
- shall vote as a board on an annual budget;
- shall provide information to the membership regarding organizational activities and areas of interest on a regular basis; and
- shall perform such responsibilities as the President deems necessary and appropriate.

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B. Chairpersons

Each Chairperson:

- shall be responsible for implementation and support of organization programs;
- shall report on the activities of their Committee at all regular meetings of the organization;
- shall be responsible for the allocation of funds within their budget;
- shall submit an annual budget request by the appropriate deadline and periodically bring their budget before the membership for approval.
- shall go to the Executive Board when they exceed their budget or when additional funds are needed.

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C. Activity Coordinators

Each Activity Coordinator:

- shall implement their area of activity;
- shall provide a budget request form to the Treasurer by the appropriate deadline;
- shall report monthly to their Chairperson; and
- shall review annual budget issues with their Chairperson.

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D. Quorum A quorum of the General Board shall consist of a minimum of eight members, at least two of whom are officers.

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E. Membership Any member of the organization may attend any Membership Meeting. They may also vote at any Membership Meeting with exception of approval of the annual budget. Any member may request items to be placed on the agenda.

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IX. Neglect of Duty Should any member of the Executive or General Board be unable to fulfill their duties:

- as stated in the Policy and Procedures manual; or
- as stated within these Bylaws; or
- failure to attend three consecutive meetings without written notice or submission of a written report.

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It shall then be at the discretion of the Executive Board to review and determine the disposition of

the Executive or General Board member's ability to fulfill their responsibility.

Written notice shall be provided to the member in question and they shall have the opportunity to address the Executive Board in person or in writing.

X. Standing and Special Committees

A. The Nominating Committee The Nominating Committee shall be composed of no fewer than three, preferably five members, two of whom shall be selected from the General Board. A teacher may serve on the Committee. The Principals and President shall not serve on the Committee. However, their input as well as input from the staff may be requested. The Chairperson of the Committee shall be appointed by the President. All other members shall be selected from the Membership of the Adena PTO. The Committee shall carry out its responsibilities as specified in Article VI, C.

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B. Other Standing Committees The Executive Board may establish such other Standing Committees as it deems necessary and advisable. The President shall appoint the Chairpersons of all Standing Committees outside of the annual election process. The Chairperson shall report the plans and activities of the Committee to the Executive Board, which must approve all such reports.

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C. Special Committees The President and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed. The President shall appoint the Chairperson of all Special Committees. The Chairperson shall report the plans and activities of the Committee to the Executive Board, which must approve all such reports.

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XI. Finances

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A. Procedures for developing the Annual Budget and Grant Procedures are detailed in the Policy and Procedures.

B. Budget The Executive Board shall present to the General Board membership a budget consisting of revenue accumulated in the current year and the proposed expenses for the next fiscal year. This budget shall be used to guide the activities of the Executive Board and Chairpersons during the year. Any deviation of greater than \$500.00 over budget on any one line item must be approved by the General Board. The General Board will approve the budget with a super majority (2/3) vote.

C The Annual Budget Meeting. After the PTO Budget has been approved by the General Board, the budget shall be briefed to the membership at the last regular membership meeting. The list of "Direct Donations" requests shall be distributed to the members in attendance for prioritization. The procedure for distributing funds among "Direct Donations" is detailed in the Policies and Procedures.

D. Obligations The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization. The officers shall not have the authority, however, to enter into such agreements of behalf of Adena Elementary School or the Lakota School District, nor should they hold themselves out as having such authority.

E. Loans No loans shall be made by the organization to its officers or members for any reason.

F. Commercial Paper All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board.

XII. Fiscal Year

The fiscal year of the Adena PTO shall be from July 1st to June 30th.

XIII. Parliamentary Authority

The rules contained in the current addition of Robert's Rules of Order Newly Revised shall govern in all cases which are applicable and in which they are not in conflict with these Bylaws, Adena Elementary or the Lakota School District.

XIV. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a supermajority (2/3) vote of the members of the Adena PTO present at any Regular or Special Meeting.

Notice of proposed amendments must have been provided to membership thirty (30) days prior to the meeting.

These Bylaws shall be reviewed by ~~Special C~~ommittee every ~~four~~ years.

~~Recommendations from the 2006~~ Bylaw, ~~Review Committee~~ were adopted by the membership by a majority vote during a meeting properly called in April ~~2006~~ and shall take effect immediately.

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XV. Dissolution

A. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organizations, the remaining assets shall be distributed to Adena Elementary School, a non-profit organization, which is tax-exempt and meets the requirements of regulations under Section 501(c)(3) of the Internal Revenue Code.

B. Procedure for Dissolution:

- When a motion to disband is presented and seconded, it must be deferred for vote until the next meeting. All members must be notified thirty (30) days prior to the meeting at which the vote will be taken on the motion to disband.
- At the next meeting, the motion to disband is opened for discussion. A super majority (2/3) vote of members present and voting is required for the motion to be adopted. The books and records shall be turned into Adena Elementary School or be given to the presiding Principal.
- When the dissolution vote is taken, the IRS shall be notified that this unit is no longer a tax-exempt organization.