

**ENDEAVOR ELEMENTARY PARENT TEACHER ORGANIZATION  
BY-LAWS**

**ARTICLE I: NAME**

The name of this organization is the Endeavor Elementary Parent Teacher Organization (PTO) of Lakota Local School District in West Chester, Ohio.

**ARTICLE II: ARTICLES OF INCORPORATION**

The Articles of Incorporation of Endeavor Elementary PTO include a) the Bylaws of such organization and b) the articles of association by whatever name (in cases in which the organization exists as an unincorporated association).

**ARTICLE III: PURPOSES**

**Section 1.** The organization is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any further Federal tax code (hereinafter "Internal Revenue Code").

**Section 2.** The Objectives of the Endeavor Elementary PTO are:

- a. To promote the welfare of children and youth in home, school, and community;
- b. To support the Endeavor Elementary mission statement;
- c. To secure adequate laws for the care and protection of children and youth;
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth;
- e. To develop between educators and the general public, whose united efforts will secure for all children and youth, the highest advantages in physical, mental, and social education.

**Section 3.** The objectives of the Endeavor Elementary PTO are promoted through education programs directed toward parents, teachers, and the general public; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article IV.

**ARTICLE IV: BASIC POLICIES**

**Section 1.** The following are basic policies of the Endeavor Elementary PTO:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. 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 or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Objects of the organization.
- c. The organization shall not -- directly or indirectly -- participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- d. The organization shall work with the schools to provide quality education for all children and youth, and shall seek to participate in the decision making process establishing school policy, recognizing that the legal responsibilities to make decisions has been delegated by the people to boards of education.

- e. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the organization 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 ARTICLE III hereof.
- f. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (ii) by an organization, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- g. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.** The Endeavor Elementary PTO shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, minutes, receipts and disbursements of the organization, including, specifically, any pledges and donations collected from its members. Such books of account and record shall at all reasonable times be open to inspection. Permanent books of record shall be stored as hard copies for a period of no less than seven (7) years. After said time, records shall be converted to digital format for permanent storage.

**Section 3.** The Endeavor Elementary PTO, in accordance with the January 1973 ruling by the Internal Revenue Service (IRS) shall file a Form 990 or 990EZ with a Schedule A if gross receipts exceed \$25,000 annually.

**Section 4. State Filing Requirements:** The Endeavor PTO shall file annually with the Ohio Attorney General every August.

## **ARTICLE V: MEMBERSHIP**

**Section 1.** All parents, legal custodians, and guardians of students attending Endeavor Elementary and all Endeavor staff members are members in the Endeavor Elementary PTO.

**Section 2.** No membership dues will be charged, in order to further our goal of being all-inclusive of the Endeavor Elementary community. The Endeavor Elementary PTO will conduct fundraising activities throughout the year.

**Section 3.** Members shall have the right to attend all Endeavor Elementary PTO meetings and activities of the organization.

## **ARTICLE VI: OFFICERS AND THEIR ELECTION**

**Section 1.** Officers and their elections:

- a. The Endeavor Elementary PTO shall elect officers, including no more than two (2) presidents, one (1) or more vice-presidents, no more than two (2) secretaries, one (1) treasurer, and two (2) district parent council (DPC) representatives at the annual meeting.
- b. Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of one (1) year. Co-Presidents shall serve a term of two (2) years, with one new co-president being elected at each annual meeting. Per District Parent Council bylaws, the DPC representatives shall serve for a term of two (2) years.

- c. A person shall not be eligible to serve more than two (2) consecutive terms in the same office without majority vote of the Endeavor Elementary PTO Board. A person who has served more than half of a term shall be credited with having served the term.

**Section 2. Nominating Committee**

- a. The Endeavor Elementary PTO Board, at its discretion, may appoint a nominating committee. The nominating committee shall be elected at the third quarter general meeting;
- b. The nominating committee shall consist of an odd number of members with a minimum of three (3) participants;
- c. The nominating committee is responsible for soliciting individuals who may be interested in serving on the Endeavor Elementary PTO Executive Board;
- d. The nominating committee shall nominate one (1) eligible person for each elected office, and report its nominees at the annual meeting. Additional nominations may be made at that time or at the time of the election;
- e. Officers shall be elected via written ballot at the annual meeting. If there is but one (1) nominee for any elective position, the vote for that position may be by voice.

**Section 3.** A vacancy occurring in any elective position shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the PTO Board, notice of such election having been given. In case a vacancy occurs in the office of president, the Secretary shall serve notice of the election.

**ARTICLE VII: DUTIES OF OFFICERS (EXECUTIVE BOARD)**

**Section 1.** The President(s) shall:

- a. Preside over meetings of the organization and PTO Board when present, or shall appoint a designee when unable to be present;
- b. Coordinate the work of the officers and committees in order that the purpose of the organization may be served;
- c. Serve as the primary contact for the principal;
- d. Serve as an ex-officio member of all committees except the nominating committee;
- e. Represent the organization at meetings outside of the organization;
- f. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

**Section 2.** The Vice President(s) shall:

- a. Act as aide(s) to the President;
- b. In their designated order (VP of Public Relations, VP of Fundraising, VP of Programs, VP of Volunteer Services, VP of Hospitality), perform the duties of the President in the President's absence or inability of that officer to serve;
- c. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

**Section 3.** The Secretary shall:

- a. Record and distribute the minutes of all meetings of the association and the PTO Board;
- b. Shall keep all records of the organization including copy of the minutes, current bylaws, standing rules, and original bank statements;
- c. Notify members of the general meetings in a flyer sent home with students at least 1 week prior to the meeting;
- d. Coordinate correspondence and communications with outside persons and entities;

- e. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

**Section 4.** The Treasurer shall:

- a. Have custody of all the funds of the association and maintain a full and accurate account of the receipts and disbursements belonging to this association.
- b. Make disbursements as authorized by the president, PTO board, or association in accordance with the budget adopted by the association.
- c. Present a financial statement at every meeting of the association and at other times when requested by the PTO board.
- d. Present an annual report of the financial condition of the organization at the annual meeting.
- e. Have the accounts examined annually or upon change of officer by an auditor or an auditing committee of not fewer than three (3) members, who are satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the PTO Board at least one (1) month prior to the end of the fiscal year to audit the treasurer's accounts.
- f. Report the finding of the annual audit to the PTO Board at the first PTO Board meeting of the year;
- g. Secure a non-profit institutional fidelity bonding policy. The expenditure involved in securing the bond is a legitimate expense for the association;
- h. Responsible for securing a third party for preparing and filing tax returns (as necessary) and paying any owed taxes;
- i. Responsible for the maintenance of such books of account and record as conform to ARTICLE IV, Section 2 and Section 3 of these Bylaws;
- j. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

**ARTICLE VIII: EXECUTIVE BOARD (ELECTED OFFICERS)**

**Section 1.** There shall be an Executive Board of the Endeavor Elementary PTO, the members of which shall be all elected officers.

**Section 2.** Special meetings of the Executive Board may be called by the president or upon written request of three (3) members with one (1) day's notice to each member of the Executive Board. No other business than that which is stated in the call shall be transacted at this meeting.

**Section 3.** A majority of the Executive Board shall constitute a quorum for the transaction of business.

**Section 4.** Duties of the Executive Board shall be:

- a. Transact business referred to it by the PTO Board;
- b. Approve the work of the committees;
- c. Appoint committee chairpersons;
- d. Make a report at each PTO Board meeting;
- e. Take no action in conflict with any action taken by the PTO Board.
- f. Board must approve operating policies and procedures annually.

**Section 5.** Executive Board meeting shall be conducted in accordance with the guidelines set forth in Article X, Sections 3 and 4.

**ARTICLE IX: PTO BOARD**

**Section 1.** The members of the PTO Board shall be all elected officers, standing committee chairs and co-chairs, Principal and Assistant Principal. All members of the PTO Board will hold voting rights.

**Section 2.** Duties of the PTO Board shall be:

- a. Transact the necessary business during the intervals between general membership meetings and other business as may be referred to it by the association.
- b. Create standing and special committees;
- c. Approve plans of work of the standing committees;
- d. Report at the regular meetings of the PTO Board and general membership meetings as needed;
- e. Fill vacancies in elective positions;
- f. Appoint an auditor or an auditing committee at least one (1) month prior to the end of the fiscal year to audit the treasurer's accounts;
- g. Ensure a budget is prepared and submitted to the general association for approval for the fiscal year.

**Section 3.** If any member of the PTO Board shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board by resolution adopted by a majority vote of the PTO Board.

**Section 4.** The PTO Board at its first meeting shall set the dates and times of the regularly held PTO Board meetings and general membership meetings.

**Section 5.** Special meetings of the PTO Board may be called by the president or when requested by three (3) members upon one (1) day's written notice to each member of the PTO Board. Special meetings of the association may be called by the President or by a majority of the PTO Board, one (1) day's notice having been given. No other business than that which is stated in the agenda shall be transacted at this meeting.

**Section 6.** At all meetings of the PTO Board seven (7) members of the PTO Board shall constitute a quorum for the transaction of business.

**Section 7.** Upon the expiration of the term of office or when individuals cease to hold a board position, they shall be relieved of all duties and responsibilities. All records, books and other materials pertaining to the position shall be turned over to the new officer and all funds pertaining to the position shall be returned to the treasurer within 14 days.

## **ARTICLE X: GENERAL MEMBERSHIP MEETINGS**

**Section 1.** Regular meetings of the association shall be held once per school quarter. The fourth quarter meeting will also be the annual meeting. Seven (7) days notice shall be given to the membership of any change in date.

**Section 2.** The secretary shall notify members of the general meetings in a flyer sent home with students at least one (1) week prior to the meeting.

**Section 3.** All chairpersons shall submit reports on committee activities to their corresponding VP who shall in turn report on committee activities as necessary.

**Section 4.** Any PTO Board member may request an additional agenda item to be included.

**Section 5.** Special meetings of the association may be called by the president or by a majority of the PTO Board, at least three (3) days notice having been given. No other than that business which is stated in the call shall be transacted at this meeting;

**Section 6.** Ten (10) members, at least two (2) of whom are officers, shall constitute a quorum for the transaction of business in any general meeting of the association.

**Section 7.** The privilege of holding office, introducing motions, debating and voting shall be limited to members of the association.

#### **ARTICLE XI: STANDING COMMITTEES**

**Section 1.** The PTO Board may create such standing committees as it may deem necessary to promote the Objects and carry on the work of the association;

**Section 2.** The chairperson of the standing committees shall be appointed by the PTO Executive Board.

**Section 3.** The term of each chairperson shall be one (1) year and shall not be eligible to serve more than three (3) years without majority vote by the PTO Board;

**Section 4.** The chair of each committee shall present a verbal outline of the work to the PTO Board. Committee chairs shall include at least one (1) co-president in initial planning phase for all planned work.

#### **ARTICLE XII: FINANCES**

**Section 1.** The president and treasurer shall present a tentative budget before the beginning of each school year and be approved by a majority vote of the members present.

**Section 2.** The treasurer shall keep accurate records of any disbursements, income, and bank account information. The treasurer shall prepare a financial statement at the end of the fiscal year to be reviewed by the Audit Committee.

**Section 3.** The PTO board shall approve all expenses of the organization through the budget or by special request.

**Section 4.** Two authorized signatures shall be required on each check over a predetermined amount as approved in the policies and procedures. Authorized signers shall be the president and treasurer.

#### **ARTICLE XIII: FISCAL YEAR**

The fiscal year of Endeavor Elementary PTO shall be from July 1 through June 30.

#### **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Endeavor Elementary PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

#### **ARTICLE XV: INDEMNITY**

**Section 1 Direct Suit.** Any person who was, is or is threatened to be made a party to any proceeding because such person is or was a Member, Trustee, officer, employee, agent of volunteer of the Corporation, or is or was serving as such at the request of the Corporation for any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation for expenses (including attorney's fees), judgments, fines and settlement amounts, actually and reasonably incurred, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not comply with the above standards of conduct.

**Section 2. Derivative Suit.** Any person who was, is or is threatened to be made a party to any threatened, pending, or completed cause of action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving as such at the request of the Corporation for another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Corporation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged liable for negligence or misconduct in the performance of any duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that in view of all the circumstances of the case, such person is fairly and reasonably entitled.

**Section 3. Authorization.** Any indemnification under the Article (unless otherwise ordered by a court of competent jurisdiction) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct. Such determination shall be made (1) by the Trustees, by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Notwithstanding any provisions of the Article, to the extent that the indemnitee of the corporation has been successful on the merits, or otherwise, in defense of any such action, suit or proceeding, or any claim, issue, or matter therein, such person shall be indemnified against expenses (including reasonable attorney's fees) actually and reasonable incurred in connection therewith.

**Section 4. Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Trustees in a specific case only upon receipt by the Corporation of an undertaking by or on behalf of the indemnitee to repay any such amount unless ultimately determined that the indemnitee is entitled to be indemnified in such amount by the Corporation.

**Section 5. Indemnification.** These indemnification provisions are not exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, by-law, agreement, vote of disinterested Trustees, or otherwise, both as to action taken in such person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Trustee, officer, employee, agent or volunteer and such rights shall inure to the benefit of such person's heirs, executors, and administrators.

## **ARTICLE XVI: AMENDMENTS**

**Section 1.** Endeavor Elementary PTO may amend Bylaws at any regular meeting of the association by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed amendment shall have been given 28 days prior to the meeting.

**Section 2.** Endeavor Elementary PTO may appoint a committee to submit a revised set of Bylaws as a substitute for the existing Bylaws only by a majority vote at a meeting of the association. The requirements for adoption of a revised set of Bylaws shall be the same as in the case of an amendment.

**Section 3.** The bylaws shall be reviewed every three (3) years and follow above guidelines.

**Section 4.** The operating policies and procedures must be reviewed annually prior to the start of the new school year but after elections are held.

Generated May 21, 2013

Bylaws Committee:     Jenny Bishop  
                              Jen Daiker  
                              Kym Pitel  
                              Juli Spata  
                              Mara Jarboe  
                              Joanna Sears - Principal

Approved by Executive Board –

Adopted by Membership –

Revised and adopted by membership –