



BY- LAWS OF the EDGAR ROAD SCHOOL

PARENT TEACHER ORGANIZATION

Amended and Approved by Membership March 3, 2022

ARTICLE I: NAME AND OFFICES

This corporation shall be known as the Edgar Road School Parent Teacher organization.

The principal office of the corporation in the State of Missouri shall be located at 1131 Edgar Road, Webster Groves, Missouri 63119. The corporation may have other offices, within the State of Missouri, as the Board of Directors designate.

The registered office of the corporation required by the General Not For Profit Corporation Law of Missouri to be maintained in the State of Missouri may be changed by the Board of Directors.

ARTICLE II: PURPOSES AND POLICY

The corporation is organized exclusively for charitable, scientific, literary and educational purposes, all within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Without limiting the generality of the foregoing, it is organized for the following purposes:

- (a) To provide an organization where parents, teachers and others can work together cooperatively to support and advance the mission, goals, objectives and programs of Edgar Road School.
- (b) To support the mission, goals, objectives and programs of Edgar Road School through volunteer and fundraising efforts.
- (c) To provide a forum through which the members can discuss issues relating to Edgar Road School.
- (d) To promote a safe and secure learning environment for our children.
- (e) To do everything necessary or convenient for the accomplishment of the foregoing purposes in a nonsectarian, nonpartisan manner.

ARTICLE III: BASIC POLICIES

The following are basic policies of this corporation:

- (a) The corporation shall be noncommercial, nonsectarian, and nonpartisan, except to the extent permitted by paragraph (c) below...
- (b) The name of the corporation or the names of any members in their official capacities shall-not be used to endorse or promote a commercial concern or for any purpose not appropriately related to promotion of the purposes of the corporation.
- (c) The corporation shall not directly or indirectly -- devote more than an insubstantial part of its funds and activities to attempt an influence on legislation by propoganda or otherwise. Insubstantial means not more than five percent (5%) of the corporation's annual budget. A decision to engage funds for these activities shall require approval by a two-thirds vote of the membership present. The corporation 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.
- (d) The corporation shall work with the school to provide quality education for all children and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education.
- (e) The corporation may cooperate with other corporations and agencies concerned with child welfare.
- (f) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, 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 Article II hereof.
- (g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income tax under Section

501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code.

(h) Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the Webster Groves School District or to one or more nonprofit funds, foundations, or corporations which have established their tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: MEMBERSHIP

Section 1. Membership. Membership in the corporation shall be open to any person with desire and willingness to promote and foster the aims and objectives set forth herein and in the Articles of Incorporation of the corporation.

Section 2. Classes of Membership. The corporation shall have the following classes of memberships and such other and/or additional classes of memberships as the Board of Directors may determine.

- a. Individual Membership
- b. Consulting/Honorary Membership

Only the Individual Membership category shall have voting rights in the corporation. Each membership will have a single vote.

Section 3. Annual Dues. There will not be annual dues assessed by this corporation. Membership is to be notified twenty-one (21) days in advance of any meeting at which a proposed change in membership dues is to be voted upon.

Section 4. Powers of Members. The members shall have the following powers:

- 1. To amend, alter, or repeal the Articles of Incorporation.
- 2. To amend, alter, or repeal these By-laws as provided in Article XVI hereof.

3. To attend and be heard at any meeting of the Board of Directors. Notice of meetings of the Board of Directors is not required to be given to members of the corporation.
4. To dissolve or terminate the existence of the corporation and to determine the distribution of assets upon such termination or dissolution, in a manner consistent with the Articles of Incorporation.
5. To take any other action permitted to members with voting rights under the Missouri General Not For Profit Corporation Law, including approval of a merger, consolidation or conveyance of all the assets of the corporation.

Section 5. Privileges of Members. Only members of the corporation shall be eligible to participate in the business meetings or to serve in any of its elective or appointive positions.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Monthly Meetings. Meetings shall be held monthly from **September through May** on dates determined by the Board of Directors. Time and place for the meeting shall be determined annually by the Board of Directors. An agenda shall be prepared each month and distributed to the general membership at least **three (3)** days prior to the meeting via the designated social media page(s) and/or email. At least **ten (10)** members of the corporation must be present to conduct business.

The December meeting will be an Executive Board meeting. There will be no general membership meeting in December unless otherwise scheduled by the Board.

The March meeting is designated as the Fundraising Meeting for the purpose of discussing current and new fundraisers. This meeting is also the meeting to appoint the Nominating Committee Meeting pursuant to Article VII Section 3.

The April meeting is designated as the annual Budget Meeting for the purposes of discussing the proposed budget for the upcoming fiscal year. This meeting will also be designated as the annual Fundraising approval meeting for the purposes of approving the fundraising that will be incorporated into the next fiscal year's budget. The April meeting will also be designated as the meeting where the Nominating Committee presents the slate of PTO candidates.

The May meeting is designated as the annual Election Meeting for the purpose of election of officers and approving the budget. The meeting will be chaired by the President.

Each member shall be requested to waive any further notice of Monthly Meetings. Such waiver shall be in writing and may be made by execution of a statement similar to that attached hereto as Exhibit A. Each person who becomes a member waives the right to receive any notice of Monthly Meetings including the annual Election

Meeting provided the corporation has circulated the type of notice described on Exhibit A. Any membership meeting, other than an adjournment of a Monthly Meetings that is held at a date, place or time other than as set forth in this Section shall be deemed a Special Meeting and shall be subject to all applicable requirements.

Section 2. Open Meetings. All meetings of the members, the Board of Directors and the various committees are open to all interested members, parents and staff. Any member of the corporation can have the privilege of holding office, serving on standing or special committees, making motions and voting.

Section 3. Majority Vote. A simple majority vote of members present shall constitute the official act of the members except as provided in Article IV, section 3 of these By-laws pertaining to membership dues and Articles XVI of these By-laws pertaining to amendments thereof.

Section 4. Annual Election Meeting. The Annual Election Meeting of the membership shall be the Monthly Meeting described in Section 1 that is held during the month of May (or any Special Meeting held in lieu thereof). The Annual Election Meeting shall be for the purpose of electing directors and officers as needed and for the transaction of such other business as may come before the meeting.

Section 5. Special Meetings. Special Meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, by a majority of the Board of Directors, or upon petition to the Secretary by ten (10) of the members, at any time, provided no business shall be transacted at a special Meeting other than that for which the Special Meeting is called.

Section 6. Notice of Meeting. Written notice stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be posted on the School and PTO's social media pages(s) (unless waived pursuant to Section 1 above) not less than three days before the date of the meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member. In lieu of social media postings, notice may be given by posting notice of the meeting on one or more bulletin boards at Edgar Road School and sending home flyers announcing the meeting with the school children attending Edgar Road School at least three days before the date of the meeting.

Section 7. Meetings. How Convened. Every meeting, for whatever purpose, of the membership of the corporation shall be convened by the President, the Secretary or other officer or any of the persons calling the meeting by notice given as herein provided. Meetings shall follow Roberts Rules of Order.

Section 8. Quorums. At any meeting of the members, ten (10) members (present in person) shall constitute a quorum for all purposes, including but not limited to the election of the Board of Directors, except when otherwise provided by law.

Section 9. Voting. The affirmative vote of a majority of the members represented at the meeting shall be the act of the membership except as otherwise provided herein.

Section 10. Books and Records Examination by Membership. The corporation shall keep correct and complete books and records of account, as well as minutes of the proceedings of the membership and Board of Directors. Said records may be kept at its registered office or principal place of business in Missouri or at the home or office of the officer that maintains said records. The members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the corporation's books and records of account, minutes and records, and to make extracts therefrom. Upon the written request of a member, the corporation shall mail to such member, within fourteen days after receipt of such request, a balance sheet as of the close of the fiscal year most recently ended and a profit and loss statement for such fiscal year. If such a request is received by the corporation before these financial statements are available, the corporation will mail financial statements within fourteen days after they become available, or within one hundred twenty days after the close of said fiscal year.

Section 11. Fundraising The March PTO Meeting will be designated as the Annual Fundraising Meetings for the purpose of vendor presentations for consideration. The selection of fundraising events for the following PTO Calendar Year shall be voted on at the April meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors is also referred to as the Executive Committee.

Section 2. Number, Term and Qualifications. The number of Directors shall be six (6). The number of Directors may be changed by an amendment to these By-laws. The Board of Directors shall consist of the officers of the corporation. All directors of the corporation shall hold office until their successors are elected or appointed.

Section 3. Meetings. The first meeting of directors shall be held as soon as possible after this corporation is incorporated for the purpose of adoption of these By-laws and the transaction of such other business as may be appropriate. Meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons authorized to call meetings of the Board of Directors may fix any place, within the State of Missouri, as the place for holding any meeting of the Board of Directors called by them.

Section 4. Notice of Meetings. Written notice stating the place, date and hour of any meeting shall be delivered not less than three days before the date of the meeting to each director, by email. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Each Director shall be requested to sign a waiver in the form of Exhibit B hereto waiving written notice of meetings in the event notice is given by telephone.

Section 5. Quorum. One-third of the then-serving Board of Directors shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of such Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting.

Section 6. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these By-laws.

Section 7. Resignations. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation.

Section 8. Removal. Any director and/or officer may be removed from their position as an officer or director by a vote of the members of the corporation, with cause, at a meeting of the membership called expressly for that purpose.

Section 9. Vacancies. In case of the death, incapacity, resignation, removal or disqualification of a director, a majority of the remaining directors may fill the vacancy from the membership for the unexpired portion of such director's term. Vacancies of ex-officio directors shall be filled in the manner prescribed herein for filling the office vacated.

Section 10. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matters taken shall be conclusively presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Board Powers and Duties. The duties of the Board of Directors shall be to:

- (a) Transact necessary business in the intervals between member meetings and such other business as may be referred to it by the corporation;
- (b) Create standing committees and approve their plans of work;
- (c) Present a report at the regular meetings of the corporation;
- (d) Prepare a budget and submit it for approval by vote of the general membership at the **May** business meeting. Copies of the proposed budget shall be distributed to the general membership prior to the **May** meeting;
- (e) Approve routine bills within the limits of the budget. Any expenditures in excess of those outlined in the budget must be approved by a simple majority vote of the general membership present and voting at a regularly scheduled monthly meeting of the membership, provided that notice of the types of expenditures to be approved must be included in an agenda circulated to the membership at least three days prior to the meeting;
- (f) Appoint auditing and special committees. The powers and duties of the Board of Directors shall include and not be limited to the following:
 - 1. To conduct, manage and control the affairs and business of the corporation;

2. To designate the registered agent of the corporation and such officers not required to be elected by members hereunder.
3. To designate those individuals authorized to sign checks and draw funds in the name of the corporation.
4. To approve legally binding instruments entered into in the name of the corporation.
5. To appoint such special committees as from time to time may be deemed useful for the proper functioning of the Board of Directors, or the attainment of the purposes of the corporation.
6. The membership may establish a Discretionary Fund category in the budget. The President is authorized to spend the funds in the Discretionary Fund for any proper purpose of the corporation, provided the proposed expenditure has been approved by at least five members of the Board of Directors. The President may obtain approval of such an expenditure from Board members by telephone without calling a meeting of the Board of Directors.

Section 12. Compensation. The directors shall receive no compensation or expenses from the corporation for their services in acting as directors of the corporation.

ARTICLE VII: OFFICERS AND THEIR ELECTION

Section 1. Membership Required. Each officer of this corporation shall be a member of this corporation.

Section 2. Offices and Term.

(a) The officers of this corporation shall be a co-president 1, co-president 2, co-vice president 1, co-vice president 2, a secretary, and a treasurer. These officers shall be elected no later than May 15th. The election shall be by ballot; however, if there is but one nominee for any office, the election may be by a show of hands. A transition meeting between the outgoing and incoming Board will be scheduled at this time and shall convene prior to June 1st.

(b) Officers shall assume their official duties on June 1 and shall serve for a term of one year and until their successor takes office. No person shall serve more than two (2) full terms in the same office unless voted upon by the general membership. An example of this is if the Nominating Committee has received no nominations for a board position, and the current Board member wishes to remain past their 2 full terms. This will be presented at the April meeting and the members may vote to elect a Board member for additional terms past two (2).

Section 3. Nominating Committee.

(a) A nominating committee composed of three corporation members, one of whom shall also be a member of the Board of Directors, shall be nominated by the Board of Directors and approved by a simple majority vote of the membership present and voting at the March meeting of the corporation. The first person elected shall serve as temporary chairperson for the purpose of calling the first meeting of the nominating committee. The Committee shall then elect its own chairperson who shall officiate at all other meetings and at the election of officers as herein provided.

(b) The nominating committee shall post written notification of elections to all members of the corporation via the school and PTO's social media page(s). This notification shall include a call for nominees. Any officer serving in office who wishes to serve a second term must notify the nominating committee to be placed on the slate of candidates. In the absence of at least one nominee for each office, the nominating

committee shall secure nominees through individual contacts. Only those persons who have consented to serve if elected shall be nominated for, or elected to, such office and voting shall not be limited to the nominees. Any nominee may withdraw their candidacy in writing at any time prior to the April meeting.

(c) The nominating committee shall then prepare a slate consisting of all persons willing to stand for election. Candidates may be nominated for only one office. The nominating committee shall present the slate of candidates for office to the membership in writing prior to the April meeting. Additional nominations may be made by any member in good standing from the floor at the April meeting. Names will be accepted in nomination only with the consent of the nominee.

(d) Elections shall be by simple majority of the members present and voting at the May meeting. If no candidate for an office receives a majority vote, the two candidates with the largest vote totals become candidates for a run-off election. The run-off election will be held immediately following the regular election, with results to be tallied by the nominating committee prior to the close of the meeting.

(e) The new officers of the corporation will be announced to the general membership social media and email.

Section 4. Vacancy. A vacancy occurring in an office, except that of President, shall be filled for the unexpired term by a majority vote of the Board of Directors, due notice of such meeting having been given. A vacancy in the office of President shall automatically be filled by the one of the Vice Presidents.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. President(s). The President(s) shall preside at all meetings of the corporation and of the Board of Directors; shall perform such other duties as may be prescribed in these By-laws or assigned by the corporation or by the Board of Directors; shall be a member ex-officio of all committees except the nominating committee; and shall coordinate the work of the officers and committees of the corporation in order that the purposes may be promoted. The President shall refer to Roberts Rules of Order when running all business of the organization.

Section 2. Vice President(s). The 2 Vice Presidents shall act as an aide to the President and shall perform the duties of the President in the absence of the President. The two Vice Presidents serve as the chairpersons of the Special Projects Committee; and represents the corporation at the regularly scheduled meetings of the Webster Groves School District Board of Education. If a Vice President is not able to attend the School Board meetings, the Board of Directors may assign that duty to another member.

Section 3. Secretary. The Secretary shall keep a permanent and correct record of all meetings of the corporation and of the Board of Directors and shall distribute copies to the Board of Directors at least one week before the next meeting; shall ensure that notifications of meetings and agendas are distributed to the membership at least three days prior to the meetings; shall conduct correspondence for the corporation; shall keep on file the By-laws and standing rules, a current membership list, a list of all standing and special committees; and shall perform other duties as are delegated.

Section 4. Treasurer. The Treasurer shall receive all monies of the corporation; shall keep an accurate record of receipts and expenditures; and shall disburse funds, taking proper vouchers for such disbursements, within the guidelines of the approved budget. The Treasurer shall file all required tax returns. The treasurer shall present a statement of account at every meeting of the corporation and at other times when requested by the Board of Directors and shall make a summary report at the last meeting of the school year. The Treasurer shall also file all annual corporate registration reports with the Secretary of State.

The Treasurer's account shall be examined annually by an auditor or an auditing committee who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditor or

auditing committee who shall not be members of the Board of Directors shall be appointed by the Board of Directors. The examination of the Treasurer's accounts shall be completed prior to the first fall meeting of the membership. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation;
- (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever (including due from members), and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these By-laws;
- (c) keep an itemized record of all receipts and expenditures;
- (d) file all appropriate income tax, excise tax, and information returns;
- (e) retain custody of all records of the corporation's assets and liabilities and, within thirty days after the expiration of term of office, transfer custody of same to the successor, requesting receipt therefor; and
- (f) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 5. Compensation. Officers shall receive no compensation as salary from the corporation but may receive expenses for such special activities on behalf of the corporation as shall be approved upon vote by the Board of Directors.

ARTICLE IX: COMMITTEES

Section 1. Standing Committees. Standing committees shall be created by the Board of Directors as required to promote the objects and interests of the corporation. The chairpersons of standing committees shall be appointed by the officers of the Board.

ARTICLE XI: FISCAL YEAR

The fiscal year of the corporation shall begin **June 1** and end **May 31**.

ARTICLE XII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted by law, and the corporation may, but need not, purchase indemnity insurance.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

The rules of parliamentary practice contained in the current edition of ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern all proceedings of the corporation and its committees except when they are in conflict with these By-laws.

ARTICLE XIV: WAIVER OF NOTICE

Whenever any notice is required under the provisions of these By-laws or of the Articles of Incorporation or of the General Not For Profit corporation Law of Missouri, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to satisfy any such notice requirements.

ARTICLE XV: ACTION BY UNANIMOUS CONSENT

Any action which may be taken by a meeting of the directors of the corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE XVI: AMENDMENTS

(a) These By-laws may be amended at any regular meeting of the corporation by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least twenty-one (21) days prior to the meeting at which the amendment is voted upon, and that a quorum has been established.

(b) A committee may be appointed to submit a revised set of By-laws as a substitute for the existing By-laws only by a majority vote at a meeting of the corporation, or by a two-thirds vote of the Board of Directors. The requirements for adoption of a revised set of By-laws shall be the same as in the case of an amendment.

ARTICLE XVII: ADOPTION

These By-laws shall become effective immediately upon their adoption by a vote of a two-thirds majority of the Board of Directors.

Adopted on March 3, 2022

President

ATTEST:

Secretary