

BYLAWS OF THE DORSEYVILLE MIDDLE SCHOOL PARENT TEACHER ORGANIZATION, INC.

ARTICLE I - NAME

The name of this organization shall be "The Dorseyville Middle School Parent Teacher Organization, Incorporated." The accepted abbreviation of the name shall be DMS PTO. The organization was established July 1, 2006.

ARTICLE II - STATEMENT OF PURPOSE

The DMS PTO, Inc. is a volunteer non-profit organization whose purpose and mission shall be to support the students, parents, guardians, principal (administration), and faculty of Dorseyville Middle School, Fox Chapel Area School District by building community through enrichment and encouragement.

This mission will be met through educational programs, community-based services and activities and to inform members of events and relevant educational issues through monthly meetings, informative e-mails, the DMS PTO website, social media and periodic notices. The DMS PTO shall follow all directives, policies, and requirements of the Fox Chapel Area School District.

ARTICLE III - GENERAL MEMBERSHIP

Section 1. QUALIFICATION Any parent or guardian of a child enrolled in Dorseyville Middle School or any parent or guardian of a child who resides in the Dorseyville Middle School catchment area and is utilizing the curriculum and resources of Dorseyville Middle School through virtual, cyber or homeschooling shall be considered a member of the DMS PTO. The principal (administration) and faculty at Dorseyville Middle School are also considered members of the DMS PTO.

Section 2. DUES Though dues are not required for membership, an annual membership drive will be held with option of contribution. Whether or not a contribution is made will not affect membership.

Section 3. CONFLICT OF INTEREST Any member who has any proprietary or ownership interest with any entity that does business with or contracts with the DMS PTO must disclose such interest to the membership. Such member shall be precluded from voting on any matter related to such entity.

Section 4. REVOCATION OF MEMBERSHIP Any member who violates DMS PTO bylaws or policies, school district policies, local, state, or federal laws applicable to the operations of DMS PTO may be subject to revocation of membership privileges.

ARTICLE IV - THE BOARD OF DIRECTORS

Section 1. EXECUTIVE OFFICERS The Executive Board Officers shall consist of the President, Vice President, Advisor, Secretary and Treasurer.

Section 2. QUALIFICATIONS Executive Officers must be current members of the DMS PTO in good standing. The Advisor shall be a past Executive board member. No officer shall serve more than three (3) consecutive terms in the same office.

Section 3. ELECTIONS . The board shall accept all self-nominations of qualified candidates up until 10 days prior to the April General Membership Meeting. The board will publish all nominations at least 7 days prior to the April general membership meeting. Elections shall be held at the April general membership meeting. Ballots cast by those members present at that meeting shall be written, unsigned ballots or electronic voting if meeting is virtual. An absentee ballot shall be accepted if it is delivered to a board member at least 48 hours prior to the election date and is signed by the absentee member. Elections will be decided by a majority vote. Votes will be counted by current President. There shall be no elections for office of Advisor, as the President shall automatically assume the position of Advisor at the completion of their term. If the President will not be moving to Advisor, they are required to appoint one at the April general membership meeting following the election.

Section 4. TERMS OF OFFICE The term of office for all Board positions shall be one (1) year each, beginning July 1st of the year they are elected and ending June 30th the year of term expiration. No person may hold the same Board position for more than three (3) consecutive terms.

Section 5. SHARING OFFICE Any elected office may be shared by more than one (1) DMS PTO member, except for the Treasurer. A shared office shall cast a single vote during voting among the DMS PTO Board. If persons sharing an office cannot agree on how to vote, no vote shall be cast for that office.

Section 6. VACANCIES In the event that the Office of President is vacated prior to the end of their term, the Vice President shall automatically assume the Office of the President and serve the remainder of that term (through June 30th). Resignations in other board positions shall be filled for the unexpired term by a person elected by the majority vote of the remaining board, notice of such election having been given. If there is no majority reached by the Board, the nomination will be presented to membership at the next general meeting and follow voting as outlined in Article IV, Section 3

Section 7. DUTIES The Board shall conduct the business of the DMS PTO in accordance with the bylaws and policies of the DMS PTO. It shall form standing and special committees, present a report to general membership at each general membership meeting, approve payment of routine bills, and approve all committee plans and budget expenditures in accordance with the bylaws.

The Board must submit a yearly financial report to the membership. Such report shall be based upon Treasurer's statement of all receipts and expenditures made to the Board as outlined herein.

It is each Officer's responsibility to attend monthly general membership, board and special

meetings and other DMS PTO functions. Each Officer shall be required to prepare an end-of-the-year Report for the benefit of the successor to that office prior to the start of the new term.

Section 7.1. PRESIDENT The President shall be the chief executive officer of the organization. They shall preside at all meetings of the membership and at all meetings of the Board. They shall have general and active management of the business of the organization and shall see that all orders and resolutions of the Board and membership are put into effect. They shall have appointive powers as outlined in these bylaws, and they may serve as ex officio members of any committee. The President must approve all official correspondence of the DMS PTO. The President is responsible for the second signatory on the DMS PTO checking account. The President shall serve as the Advisor to the Executive Board after his/her term in office or appoint another qualified candidate.

Section 7.2. VICE PRESIDENT Vice President, in the absence of the President, shall perform the duties of the President. The Vice President shall perform other duties as assigned by the President.

Section 7.3. SECRETARY The Secretary shall attend the meetings of the membership and of the Board and shall keep minutes thereof in suitable books kept for that purpose. The Secretary shall submit a copy of the General Membership meeting minutes to the President or Vice President for review and then post them on the DMS PTO website upon approval. The Secretary is responsible for attendance records of the meetings. In the absence of the President and Vice President, the Secretary shall preside over meetings and appoint a substitute to record the minutes of that meeting. In the event the Secretary cannot attend a meeting, it will be the Secretary's responsibility to appoint a substitute to record the minutes of that meeting. The Secretary shall maintain copies of all correspondence of the business of the Board. The Secretary shall also be responsible for all goodwill correspondence of the DMS PTO.

Section 7.4. TREASURER The Treasurer shall have custody of the funds of the DMS PTO and keep full and accurate accounts of receipts and disbursements in books kept for that purpose. The Treasurer will manage the annual audit and filing of taxes as specified in Article VII Sections 7 and 8 of these bylaws. The Treasurer will deposit all monies in the name and to the credit of the DMS PTO. As approved by the board or the President, the Treasurer will disburse the monies of the DMS PTO, taking proper vouchers for such disbursements. No funds will be disbursed without a properly completed check request form approved by the appropriate Chairperson, President, or budget line item. The Treasurer will render to the President, upon request, an account of all transactions and pertinent financial information. In addition, the Treasurer will perform all the usual duties, which include preparing an end-of-year financial report, and a Treasurer's report at each General Membership meeting. The Treasurer will propose a budget for the upcoming year as outlined in Article VII Section 4 and recommend any budget changes at the end of the year for the benefit of the incoming treasurer to prepare the upcoming year. The Treasurer will also be available as advisor to the incoming Treasurer to assist in the set up of books, changing signature authorities on DMS PTO bank accounts, recording transactions, disbursing funds, and filing all applicable, required forms.

Section 7.5. ADVISOR The Advisor shall assist, as needed, the current President and Board regarding business at hand.

Section 7.6. IMPEACHMENT Any officer not performing his/her duties to the satisfaction of the

organization may be impeached from office by a two-thirds majority vote of the members present at a general membership meeting. Quorum requirements outlined in Article VI, Section 6 must be met.

Section 8. LIMITS OF LIABILITY The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation. The Board of Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this Commonwealth.

Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provision of law.

ARTICLE V – COMMITTEES

Section 1. CREATION AND ELIMINATION The Board may create standing and special committees to assist the Board as it deems appropriate. The Board shall appoint a chairperson to serve each committee for one (1) year, beginning July 1st and ending June 30th. No chairperson may serve more than 3 consecutive terms. The Board may replace an appointed chairperson at any time, by majority decision of the Board. A standing or special committee may be eliminated from the committee list by majority decision of the Board. The Board must publish an updated list of committees, appointed committee chairs, and a calendar of event dates at the start of each new school year.

Section 2. COMMITTEE CHAIRS DMS PTO members in good standing can qualify for appointment to chair a committee.

All committee chairpersons shall maintain a log of their committee activities and notes during their term. Each exiting chairperson shall provide the new chairperson or the Board all materials relating to that office and orient the new chairperson as to the duties of the office.

Section 3. COMMITTEE BUSINESS The board and school principal (administration) may serve on any or all committees. All committee plans and budget expenditures must be pre-approved by the board at least 30 days prior to the event. Purchase order requests must be presented to the board in writing. Committees shall adhere to the approved annual budget.

Any correspondence with parents or the community must be coordinated with the president and approved by the school principal. All events, fundraisers, incentives, and items for sale must be approved by the Board and school principal.

All monies collected from DMS PTO fundraisers, sales, or events must be kept secure and must be delivered to the DMS PTO Treasurer securely, in person within seven (7) days of receipt, along with completed forms. All cash and checks must be counted by two (2) DMS PTO members/board officers when money is collected on the day of an event. Never leave cash, checks or change unattended. All checks from fundraising partners, all invoices and original

receipts for purchases must be hand-delivered to the Treasurer or mailed to the DMS PTO, 3732 Saxonburg Boulevard, Pittsburgh, PA 15238.

ARTICLE VI - MEETINGS

Section 1. GENERAL MEMBERSHIP MEETINGS General Membership meetings shall be held a minimum of seven (7) times per school year, preferably monthly as schedule permits, with notice of the scheduled meetings provided to all members at the start of each school year. If a scheduled meeting date must be changed, a notice of the change will be posted electronically at least three (3) days in advance of the new meeting date unless impossible due to inclement weather. If FCASD has a 2-hour delay or has cancelled school on the day of a meeting, the PTO meeting will be cancelled as well.

Section 2. BOARD MEETINGS The Board shall meet monthly during the school year. Dates of the meeting shall be determined by the Board and agreed upon at the beginning of the school year. If a scheduled meeting date must be changed, a notice of change will be given to all Board members three (3) days in advance of the new meeting date.

Section 3. SPECIAL MEETINGS Additional meetings of the membership or Board shall be called as needed by President or majority of the Board, so long as the appropriate three (3) day notice has been given.

Section 4. ORDER OF BUSINESS All meetings of the General Membership shall be called to order and presided by the President, Vice President or, in the absence of both, the Secretary. A meeting may not take place without a recorder of the minutes.

Section 5. VOTING At General Membership or Special meetings, every member of the organization present shall be entitled to one vote. All motions shall be decided by the vote of the majority of the members voting, unless otherwise specified in these bylaws or amendments.

Section 6. QUORUM So long as proper notice has been given of the date of a general membership meeting, any number of members attending constitutes a quorum for general business. For a member vote to approve the annual budget, to approve expenses in excess of \$1,000, to Impeach Officers, to amend the Bylaws, or to dissolve the DMS PTO, the presence of eleven (11) member votes (including absentee votes) is required. (An absentee vote must be delivered to a board member at least 48 hours prior to the meeting and signed by the absentee member to be accepted). The presence of three (3) of the members of the Board constitutes a quorum for Board meetings; however, the presence of co-officers will be counted as the presence of one (1) member.

Section 7. AGENDA If any community member, Parent, Teacher or Administrator wishes to speak at a general meeting, they may contact the President at least one week in advance to secure a place on the agenda for the next upcoming meeting. The President reserves the right to consult with the Board and the Principal of the school to obtain approval of a speaker, in an effort to prevent the PTO being used as a means to advance business prospects and the like.

ARTICLE VII – FINANCIAL AND CORPORATE AFFAIRS

Section 1. FISCAL YEAR The fiscal year of the corporation shall run from July 1 through June 30.

Section 2. Address The business address to be printed on all checks, vendor invoices, DMS PTO official correspondence, and tax forms shall be: DMS PTO, 3732 Saxonburg Boulevard, Pittsburgh, PA 15238

Section 3. SIGNATORIES The President and Treasurer shall be authorized to sign checks.

Section 4. BUDGET The Treasurer will prepare an annual Budget which must be approved by a Board majority at its August meeting, announced and submitted for a member vote at the first general membership meeting in September. Quorum requirements outlined in Article VI, Section 6 must be met to approve the annual Budget.

Section 5. EXPENSE APPROVAL The Board may approve by majority vote, extraordinary business or committee expenditures of as much as two hundred and fifty dollars (\$250.00) that is not part of the previously approved budget, or any expenses, regardless of amount, critical for the licensing and operation of the business, such as taxes or licensing fees. Such extraordinary expenditures, and reasons for the exception, must be announced at the next general membership meeting. All DMS PTO expenditures by officers, committees, or the general membership in an amount in excess of two-hundred and fifty dollars (\$250.00) that is not part of the previously approved budget shall be voted on and approved by a majority of the general membership attending a general membership meeting or by absentee ballot.

The President may act on behalf of the Board to authorize business or committee expenditures up to one-hundred dollars (\$100). The President shall not approve more than two (2) such requests by the same committee in a term of Office. All approvals and denials for committee expenditures by the President shall be submitted to the Board in writing.

Section 6. FINANCIAL ACCOUNTING The Treasurer shall prepare and provide copies of financial reports at each Board and general membership meeting. The Treasurer must receive, secure, record, and deposit all funds into the corporate account in a timely manner. The Treasurer shall issue Board approved payments of invoices and requests for reimbursement in accordance with the member approved annual budget.

The Treasurer will maintain a record of budgeted and actual income and expenses by committee and budget category. The Treasurer will request an annual report from any committee earning and spending "reward dollars" or "reward points" from fundraising partners. At the close of the fiscal year, the Treasurer shall provide the Board with an annual report on the Budget that includes all income and expenses by committees.

The Treasurer will retain and keep secure all financial records (electronic or physical), including but not limited to receipts, invoices, financial forms, financial reports and bank statements during the term of office. The Treasurer will make all records available to the Board upon request and surrender all records to the Board at the end of the term.

Section 7. AUDIT The Treasurer shall request volunteers to form an annual audit committee and will make all financial records available to the committee. The committee should be

comprised of two Board members, one general member and one member of the community at large. The audit must be conducted after the end of the fiscal year and submitted to the Fox Chapel Area School District by the start of the new school year.

Section 8. TAX FILING The Treasurer shall prepare and file the applicable IRS 990 by November 15 of each year, in accordance with IRS deadlines. In the event that November 15 falls on a weekend or federal holiday, the return must be filed on the following business day. The Treasurer shall report to the Board and the General Membership when the tax returns have been filed with the IRS and again in January when they have been accepted by the IRS.

Section 9. PROCUREMENT POLICY All purchases and reimbursements must be made in accordance with the organization's procurement policy. Bulk purchases, design work, equipment rentals, equipment purchases, and installations related to infrastructure projects. Proposals from at least three (3) different vendors must be submitted in writing on company letterhead to the Board. Decisions must be made in accordance with Conflict of Interest policies, and proposals must be fairly considered without prejudice, assessing product and service quality as well as affordability and value.

Section 10. CORPORATE RECORDS All corporate records including Articles of Incorporation, Bylaws, all Form 990s, meeting minutes, and any other historical information will be housed at Dorseyville Middle School in a cabinet for the exclusive use of DMS PTO. No DMS PTO officer or member will be permitted to remove records, though copies of any public records may be provided on written request.

ARTICLE VIII. AMENDING BYLAWS

Section 1. NOTICE. Any proposal to amend the Bylaws shall be made in writing. Said writing shall be made available to the Board. If two (2) or more members of the Board approve the proposed amendment(s) for a vote by the general membership, the proposed amendment(s) shall be presented to the general membership at least three (3) days prior to the general membership meeting at which the proposal shall be voted on. Bylaws may be amended by electronic vote.

Section 2. VOTING Proposed Bylaws and/or proposed amendments to the Bylaws submitted to the general membership as described above shall be adopted upon a three-quarters (3/4) vote of the members in attendance at a general membership meeting or by electronic vote. Quorum requirements outlined in Article VI, Section 6 must be met to approve Bylaw revisions.

Section 3. REVIEW A committee appointment by the President shall review the bylaws at least every 3 years. This committee shall consist of the Chair (to be the Advisor, when possible), the President, Vice President, a member of the previous bylaws Review Committee (when possible), and two (2) members in good standing. Suggestions for the proposed changes may be presented in writing to the Review Committee by any member in good standing.

ARTICLE IX. DISSOLUTION

Section 1. VOTING The DMS PTO shall be dissolved upon a three-quarters (3/4) vote of the members present at a general membership meeting provided that at least thirty (30) days written notice of said vote shall have been given to all members. Quorum requirements outlined in Article VI, Section 6 must be met for Dissolution.

Section 2. ASSETS Upon dissolution, assets of DMS PTO shall inure and be transferred to a qualified, nonprofit successor organization of DMS PTO, or, if none exists, to the Fox Chapel Area School District for the benefit of the students of Dorseyville Middle School.

Revised: 2021, 2019, (previous history not available)

Reviewed: 2021, 2019, (previous history not available)

Bylaw Review Committee 2021: Gwenn Gdovichin, Susie Littwin, Robin McDonnell, Linda Naughton, Kristen Hemingray, Windy Neff