

HIDDEN VALLEY HIGH SCHOOL
PARENT-TEACHER-STUDENT ORGANIZATION
BYLAWS
(2020)

ARTICLE I: NAME

The corporation shall be called the Hidden Valley High School Parent-Teacher-Student Organization (hereinafter referred to as the "Corporation," "Organization," or "PTSO"), a charitable nonprofit organization incorporated in the Commonwealth of Virginia.

ARTICLE II: PURPOSES

Section 1. The purposes of the Organization are:

- a. To promote an enriched educational environment by fostering a cooperative and beneficial relationship among Hidden Valley High School students, parents, faculty, and staff.
- b. To encourage parental involvement in children's education.

Section 2. The Corporation is organized exclusively for charitable or educational purposes, including for such purposes, the making of distributions under Section 501(c)3 of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE III: POLICIES

Section 1. The Organization shall be noncommercial, nonsectarian and nonpartisan.

Section 2. 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 the promotion of the purposes of the Organization.

Section 3. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its members, officers, directors, trustees 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 Section 501(c)3 purposes.

Section 4. The Organization shall not directly or indirectly participate or intervene (in any way, including the publication or distribution 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.

Section 5. Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code (or corresponding provision of any future federal tax code), or (b) by an organization, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code (or corresponding provision of any future federal tax code).

Section 6. The fiscal year shall begin July 1 and end June 30.

ARTICLE IV: AUDITING PROCEDURES

Section 1. The auditor shall be a qualified individual selected by the Board of Directors prior to the end of the fiscal year to conduct an audit of the financial records of the Organization.

Section 2. The treasurer shall submit the books to the auditor at the end of the fiscal year. The audit shall be completed within forty-five days of the end of the fiscal year. The audit report shall be submitted in writing to the Board of the Directors at their first meeting of the year and prior to finalization of the proposed budget for the coming fiscal year.

Section 3. Upon resignation of a treasurer during a term, the Board of Directors shall select an auditor within one week of the auditing procedures and shall be completed within three weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.

Section 4. The newly elected treasurer shall not undertake any duties or responsibilities of the office until the audit is completed.

ARTICLE V: MEMBERSHIP

Section 1. All natural adult persons (21 years of age and older) and Hidden Valley High School students interested in promoting the purposes of the Organization shall be eligible to join.

Section 2. Membership in this Organization shall be open to all members of the Hidden Valley High School community.

Section 3. The Organization shall conduct an annual enrollment of members but may admit members at any time.

Section 4. Only members of the Organization shall be eligible to vote in the business meetings of the Organization or to serve in any of its elective positions.

Section 5. Each member of the Organization shall pay annual dues to the Organization as established by the Board of Directors. The amount of these dues may be adjusted annually by the Board of Directors.

Section 6. Membership shall be granted according to the application process developed and maintained by the Board of Directors.

Section 7. All memberships received during the fiscal year shall expire three (3) months from the end of the fiscal year.

Section 8. Memberships shall not be transferable.

ARTICLE VI: MEETINGS

Section 1. Semi-annual meetings of the Organization shall be held on Back to School Night in the fall and Scholarship Night in the spring.

a. within 45 days of the 1st student day; and

b. within 60 days prior to the end of the fiscal year. This meeting shall serve as the Annual Meeting for purposes of election of the Board of Directors for the following fiscal year.

Section 2. All other general membership meetings for the fiscal year shall be established by the Board of Directors.

Section 3. All general membership meetings shall be at Hidden Valley High School or at such other public place as determined by the Board of Directors.

Section 4. Notice of meetings shall be given to members in writing, either electronically, personally or by mail, no less than seven (7) but no more than sixty (60) days before the date of the meeting. Notice of any meeting to act on an amendment to the Articles of Incorporation and/or these Bylaws and/or to effect the dissolution of the Organization shall be delivered, either electronically, personally or by mail, no less than twenty-five (25) but no more than sixty (60) days before the meeting. The notice shall state that the purpose or one of the purposes, of the meeting is to consider the proposed amendment(s) or dissolution and shall contain or be accompanied by a copy of any proposed amendment(s). Notice of any special meeting shall state the purpose for which the special meeting is being called. Written notice of all meetings will be deemed to have been given by placement in the school calendar or newsletter of the place, date, and hour of the meeting.

Section 5. Special meetings of the Organization may be called by the president or by a majority of the Board of Directors with seven (7) days notice having been given, unless the nature of the required meeting is such that this is not feasible.

Section 6. Fifteen (15) members shall constitute a quorum for the transaction of business in any meeting of the membership.

Section 7. All members shall have the right to vote. Each member is entitled to one vote. All matters shall be determined by the vote of a majority of the members present and voting on such matters, except as otherwise prescribed by law, the Articles of Incorporation, or these Bylaws. A two-thirds majority vote shall be required to approve an amendment to the Articles of Incorporation or these Bylaws, to effect a dissolution of the Organization, or to remove a Director, except as provided in Article VII, Section 5 herein.

Section 8. Voting by proxy shall not be permitted.

Section 9. Voting may be by voice vote; however, the president has the authority to request for a vote by ballot.

Section 10. The president shall preside over all meetings of the members. If the president is not present, the 1st vice-president shall preside. The secretary of the meetings shall be the secretary of the Board of Directors, or such other person designated by the presiding officer.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers of the Organization, the chairmen of the standing committees, the principal, a faculty representative and at least one student representative from each class. The number of directors shall be no less than five (5) but no more than sixty (60).

Section 2. The Board of Directors shall be elected by the members at the Annual Meeting. Additional nominations may be made from the floor.

Section 3. To be eligible to serve as a director, the individual must be a member of the Organization.

Section 4. Each director shall hold the office for a term of one year or until their successor is elected.

Section 5. A director may be removed by a two-thirds vote of the Directors whenever in their judgment the best interest of the Organization would be served thereby. An officer of the Board of Directors may be removed by a majority vote of the Executive Board if such officer has missed three (3) consecutive meetings of the Board of Directors without reasonable excuse.

Section 6. A director may resign at any time by giving written notice to the president or secretary of the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Vacancies occurring during the fiscal year shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

Section 8. The business and affairs of the Organization shall be managed by the Board of Directors. The directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Organization, as they may deem proper consistent with the Articles of Incorporation, these Bylaws, the laws of the Commonwealth of Virginia and the laws of the United States of America.

Section 9. The duties of the Board of Directors shall include, but not be limited to:

- a. transacting business in the intervals between membership meetings and such other business as may be referred to it by the Organization;
- b. creating standing and special committees;
- c. approving the plans of work of the standing committees;
- d. presenting committee reports when appropriate;
- e. selecting an auditor to examine the treasurer's records;
- f. preparing and submitting a budget for the year to the membership for adoption;
- g. approving routine bills within the limits of the budget;
- h. defining long-range and short-range goals and performance objectives of the Organization;
- i. assigning priorities to goals and objectives;
- j. overseeing the Organization's fundraising activities and establishing fundraising policies and guidelines;
- k. controlling and safeguarding the assets of the Organization;
- l. reviewing and evaluating the Organization's performance;
- m. approving the opening and closing of any accounts necessary to conduct the business of the Organization.

Section 10. Regular meetings of the Board of Directors shall be held during the fiscal year, the schedule to be fixed by the Board at least 30 days in advance.

Section 11. Special meetings of the Board of Directors may be called by the president or by a majority of the Board of Directors, two (2) business days' notice having been given.

Section 12. Each director shall have one vote, regardless of whether that director serves as a co-chairperson of a committee. A simple majority of directors shall constitute a quorum for the transaction of business. Voting by proxy shall not be permitted.

ARTICLE VIII: OFFICERS AND THEIR ELECTION

Section 1. The offices of the Organization shall be a president, two (2) vice-presidents (VP of Membership and President-Elect), a treasurer, and a secretary, each of whom shall be elected at the Annual Meeting. Voting may be by voice vote. In the event of a close vote, voting by ballot may be required with the vote being counted and recorded in the minutes.

Section 2. Officers, except the treasurer, shall assume their official duties following the close of the Annual Meeting. The treasurer shall assume his or her official duties upon completion of the audit.

Section 3. Officers shall serve for the term of one (1) year or until their successors are elected. A person shall not be eligible to serve more than two (2) consecutive terms in the same office. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.

Section 4. A vacancy occurring in any office, except in the office of president, shall be filled for the unexpired term by a person elected by majority vote of the Board of Directors. In case a vacancy occurs in the office of president, the 1st vice-president shall assume the office of president, and the office of 1st vice-president shall be filled. Notwithstanding this, if a vacancy in the office of president occurs more than one-half way through the term, then the 1st vice-president shall complete the unexpired term and serve as president the following term.

Section 5. A nominating committee composed of at least three (3) members including the 1st vice-president shall be nominated by the president and elected by the Board of Directors. The committee shall elect its own chairman.

Section 6. The nominating committee shall nominate an eligible person for each office to be filled and notify the membership of its nominees no less than twenty-one (21) days prior to the Annual Meeting.

Section 7. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

ARTICLE IX: DUTIES OF OFFICERS

Section 1. The president shall:

- a. preside over all meetings of the Board of Directors;
- b. preside over all meetings of the membership;
- c. perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors or the membership;
- d. coordinate the work of the officers and committees of the Organization in order to promote the purposes of the Organization;
- e. insure that all orders and resolutions of the Board of Directors are carried into effect;
- f. be a member *ex officio* of all committees, except the nominating committee.

Section 2. The 1st vice-president shall:

- a. hold the position of president-elect;
- b. act as aide to the president;
- c. perform the duties and exercise the powers of the president in the absence or inability of that officer to act;
- d. coordinate programs;
- e. perform such other duties as the Board of Directors or the president may designate.

Section 3. The 2nd vice-president shall:

- a. act as aide to the president;
- b. perform the duties and exercise the powers of the president in the absence of the president and 1st vice-president;
- c. coordinate membership enrollment;

d. perform such other duties as the Board of Directors or the president may designate.

Section 4. The secretary shall:

- a. record the minutes of all meetings of the Board of Directors;
- b. record the minutes of all meetings of the membership;
- c. maintain a permanent record of all minutes;
- d. have a permanent record of the membership list;
- e. have a current copy of the Bylaws;
- f. attend to the correspondence required for the administration of the Organization as requested by the president, the Board of Directors, or the membership.

Section 5. The treasurer shall:

- a. have custody of all funds of the Organization;
- b. keep a full and accurate account of receipts and expenditures;
- c. make disbursements as authorized by the president, Board of Directors, or the Organization in accordance with the budget adopted by the Organization;
- d. have checks or vouchers signed by two (2) officers, one being either the treasurer or the president;
- e. present a financial statement at every meeting of the Board of Directors, at every meeting of membership, and at other times as requested at the Annual Meeting;
- f. prepare and present an annual report to be presented at the Annual Meeting;
- g. have the accounts examined in accordance with the auditing procedures outlined in Article IV of these Bylaws;
- h. prepare a proposed budget for the upcoming fiscal year to be voted on at the first membership meeting of the year;
- i. have the authority to open and close accounts with prior approval from the Board of Directors.

Section 6. All officers shall perform the duties as outlined in these Bylaws and those assigned by the Board of Directors or the Organization. Upon the expiration of the term of office or in the case of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office.

ARTICLE X: COMMITTEES

Section 1. Only members of this Organization shall be eligible to serve in any of its elective positions.

Section 2. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Organization. The term of each chair shall be one year or until the election of a successor.

Section 3. The chair of each standing committee shall present a plan of work to the Board of Directors for approval.

Section 4. The Board of Directors may create special committees as it may deem necessary to promote the purposes and carry on the work of the Organization. Once the work of the special committee is complete, the committee is dissolved.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current addition of *Robert's Rules of Order, Newly Revised* shall govern the Organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation or any special rules of order the organization may adopt.

ARTICLE XII: AMENDMENTS

Section 1. A committee may be elected by the Board of Directors to submit a revised set of Bylaws as a substitute for existing Bylaws or to submit an amendment to the existing Bylaws.

Section 2. Bylaws shall be revised or amended at a meeting of the members provided notice and a copy of the proposed revision or amendments are provided to the membership either electronically, personally or by mail no less than twenty-five (25) days nor more than sixty (60) days before the meeting.

Section 3. Revisions or amendments to these Bylaws may be made by a two-thirds vote of the members present at a meeting of the membership.

Section 4. The Bylaws of the Organization shall be review every five (5) years by a committee elected by the Board of Directors.

ARTICLE XIII: INSURANCE

The Organization shall have the authority to purchase and maintain insurance to protect the Organization, the Board of Directors, and the officers, employees and agents of the Organization from liability consistent with these Bylaws and such other insurance as the Board of Directors deems reasonably necessary to protect the Organization.

ARTICLE XIV: INDEMNIFICATION

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he or she was a Director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including reasonable attorney's fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. The termination of any action, suit, or proceeding by judgement, order, or settlement shall not create a presumption that the person did not meet that standard of conduct. The termination of any action, suit, or proceeding by conviction, or upon a plea of *nolo contendere* or its equivalent, or an entry or probation prior to judgement shall create a presumption that the person did not meet that standard of conduct. Any indemnification under this section (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that the Director, officer, employee, or agent has met the applicable standard of conduct set forth in this paragraph. Such determination shall:

a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding; or

b. by independent legal counsel in a written opinion if a quorum of Directors who were not parties to the action, suit, or proceeding is not obtainable, or, even if such a quorum is attainable, a majority vote so directs.

Section 3. The Organization shall indemnify a Director or officer who entirely prevails in the defense of any action, suit, or proceeding to which he or she was a party because he or she was a Director or officer of the Organization against reasonable expenses incurred by him or her in connection with the action, suit, or proceeding.

ARTICLE XV: DISSOLUTION

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purpose of the Organization in such a manner or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine.

Bylaws approved October 5, 2020