

**BY-LAWS
OF
THE AVERY ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION (PTO)**

Approved on April 18, 2023

**ARTICLE 1
Name**

The name of this organization is the Avery Elementary School Parent Teacher Organization of the Webster Groves School District (hereinafter "Avery PTO" or "Organization"). It is a local, independent unit created by the parents and staff of Avery Elementary School, having no affiliation with any other association, be it state or national origin.

**ARTICLE 2
ARTICLES OF THE ORGANIZATION**

The Organization exists as an unincorporated association of its members. The Organization's Articles consist of these By-Laws, as amended from time to time, and its Articles of Association, if any. In the absence of separate Articles of Association, the By-Laws shall be deemed to be the Articles of Association. In the event of any conflict between these By-Laws and the Articles of Association, these By-Laws shall govern.

**ARTICLE 3
ORGANIZATION'S PURPOSE AND OBJECTIVES**

This Organization is organized exclusively for the following charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code:

- To promote the welfare and education in the home, school, and community of the children who attend Avery Elementary School.
- To support Avery Elementary School in improving education in ways that will adhere to administrative policy and the Webster Groves School District's mission, goals, and beliefs.
- To raise funds for programs and equipment to further education for children.
- To bring about a closer relationship between the home and the school, so that parents and teachers may work cooperatively in the education of children and youth.
- To foster communication, cooperation, support, information, and education within the Webster Groves School District, including District staff, parents, and the general community.

**ARTICLE 4
POLICIES**

Section 1: No substantial part of the activities of the Organization shall be carrying on propaganda or otherwise attempting to influence legislation and the Organization shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign of any candidate for public office.

Section 2: This Organization shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise or candidate shall be endorsed by it. The name of the Organization and names of its officers in their official capacities shall not be used in connection with a commercial concern or with any partisan

interest for any other purpose than the regular work of the Organization.

Section 3: The Organization shall not seek to direct the administrative activities of the school or to control its policies but can serve as a liaison between parents and administrators when concerns arise.

Section 4: The Organization shall be supportive of school educational efforts and student needs. The policies of the Organization shall be developed cooperatively by parents, teachers, and administrators. The Organization shall conduct all operations in such a way as to reflect positively upon Avery Elementary School and the Webster Groves School District.

Section 5: In no way shall one member, officer, or committee chairperson make policy, program, or expenditure decisions, or bind the Organization in any way, absent the consent of at least the Executive Committee. When representing the Organization, any member, officer, or committee chairperson shall be aware of the authority extended by the Organization and shall not exceed such authority.

Section 6: This Organization may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordinating councils, provided no commitments that bind the Organization are made.

Section 7: The Organization shall act in accordance with all Webster Groves School District Board Education Policies and Regulations, which are incorporated herein by reference. No fundraising activity of the Organization shall financially benefit a PTO member, faculty member, student, or parent without prior Executive Committee approval.

Section 8: No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered. Services provided by members and officers are voluntary and will not be compensated unless specifically authorized by the Executive Committee prior to the completion of such services.

Section 9: Any notice required or permitted to be given to members may be given by written notice (including distribution of flyers and posting notices, by telephone, by facsimile, by electronic mail, by any combination thereof, or by any other method reasonably designed to reach the members.

Section 10: Notwithstanding any other provisions of these By-Laws, the Organization shall not carry on any other activities not permitted to be carried on: (a) by an Association exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding 2 provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 11: Upon dissolution of the Organization, the Organization shall, after paying or making provisions for the payment of all liabilities of the Organization, dispose of all the assets of the Organization by distributing the same to the Principal of Avery Elementary School. Said Principal shall, upon the advice of the Avery Elementary School teachers, supervise the expenditure of said assets for essential educational materials and equipment. If this is not possible, said assets shall be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Organization's Executive Committee shall determine, with preference to be given to educational programs of the Webster Groves School District. Any assets not so disposed of shall be disposed of by the Circuit Court of

St. Louis County.

ARTICLE 5 MEMBERSHIP

Section 1: Any parent or guardian of a student of Avery Elementary shall be a member of the organization. Any staff member of Avery Elementary School shall be a non-voting member of the organization. Membership in the Organization shall be available without regard to race, color, creed, or national origin.

Section 2: The privileges of membership shall be the right to hold office or appointed position, make motions, chair a committee, and vote. Non-members are welcome to attend meetings of the Organization and may ask questions and participate in the discussions as recognized by the President.

ARTICLE 6 EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall consist of the officers of the Organization and the Principal of Avery Elementary School or his/her designated representative. Chairpersons of the standing committees and of then-active special committees may be invited to attend Executive Committee meetings that pertain to their committee.

Section 2: The Executive Committee shall have general charge and control of the affairs, funds, and properties of the Organization and shall maintain records of such in a central location, including prior budgets, check registers, governmental forms, committee reports, contracts, and correspondence.

Section 3: Regular meetings of the Executive Committee shall be held during the school year as stated in the Standing Rules. The time, place, and regularity of such meetings are to be fixed by the Executive Committee at its first meeting of the year. Prior to the beginning of the school year, the Executive Committee shall also hold an Annual Budget Meeting to establish the proposed annual budget for presentation to the Organization at the first general meeting of the school year.

Section 4: The duties of the Executive Committee shall be as follows: to transact necessary business in the intervals between Organization meetings; to approve chairpersons of standing committees and to approve plans of standing committees; to interpret By-Laws, policies, and Standing Rules of the Organization; to present a report at the general membership meetings of the Organization; to prepare a budget for the upcoming fiscal year; to approve routine bills within the limit of the budget; to appoint a committee to review the By-Laws as needed; and to make budget adjustments as necessary, provided they do not individually exceed \$500. Any individual budget adjustment over \$500 requires the approval of the general membership.

Section 5: The President of the Executive Committee shall have the right to vote only in the case of a tie vote. All other members of the Executive Committee shall each have one vote.

Section 6: Special meetings of the Executive Committee may be called by the President, the Principal, or by a majority of the members of the Executive Committee with at least two days' notice.

Section 7: All officers are required to attend all Executive Committee and Organization meetings.

Section 8: At the first Executive Committee meeting of the year, each officer shall be assigned to serve as

a liaison and shall provide assistance to the identified standing or special committee chairs.

Section 9: A majority of the members of the Executive Committee must be present at the Executive Committee meeting in order to conduct business. Unless otherwise provided herein, a simple majority of those present and voting shall be required for the passage of any motion, resolution, or another vote.

ARTICLE 7 OFFICERS AND THEIR ELECTIONS

Section 1: The officers of the Organization shall include at a minimum, a President, a Vice-President, a Vice-President of Diversity, Equity, and Inclusion, a Secretary, a Treasurer, and an Auditor. Any office may be held by two persons so designated by the prefix "co- ". These officer positions shall be filled annually at the final regularly scheduled general membership meeting by a majority vote of the membership present at that meeting. Ballots shall be counted by the Vice-President and the Treasurer. If there is only one candidate for every office, a vote for that office is unnecessary, and the candidate shall be appointed to the officer position by the Executive Committee.

Section 2: Officers shall assume their official duties at the close of the final regularly scheduled general membership meeting of the school year and shall serve for a term of one year until their successors are elected and installed. Additional officers shall be chosen according to the needs of the Organization and upon approval of the Executive Committee.

Section 3: In order to be considered for an officer position, a member must provide notice to the President of the member's intent to seek an officer position. This notice must be provided at least one week prior to the final regularly scheduled membership meeting.

Section 4: A vacancy occurring in an office shall be filled by a majority vote of the Executive Committee.

Section 5: Any officer absent from three consecutive meetings (both Executive Committee meetings and general membership meetings) shall be deemed inactive unless absences are due to extenuating circumstances and the Executive Committee receives the notification of such. Any office having an inactive officer shall be declared vacant and shall be filled as provided herein. In addition, an officer failing to adequately participate in or fulfill the duties of the office may be subject to removal from the office by a decision of two-thirds of the Executive Committee. Such an officer is entitled to a written notification from the President or Principal at least two weeks prior to the vote regarding removal.

ARTICLE 8 DUTIES OF OFFICERS

Section 1: The President (or Co-Presidents) shall:

- Preside at all meetings of the Organization and the Executive Committee
- Be a member, *ex officio*, of all committees.
- Be authorized to appoint any special committees necessary to conduct the work required for the annual report.
- Maintain the right to table discussions or voting, at his/her discretion, for such reasons as new agenda items, time constraints, or items that require additional information.
- Work with the Secretary to prepare the agenda for each meeting.

- Be an authorized cosignatory on designated duties and tasks.
- Delegate the duties of any position that remains vacant.
- Perform all other duties usually pertaining to the office.

Section 2: The Vice President (or Co-Vice Presidents) shall:

- Aide the president
- Perform the duties of the President in the President's absence.
- Oversee and serve as a resource for specific committees (to be determined at the Executive Committee meeting immediately preceding the beginning of the school year)
- Perform the duties of the Secretary in the Secretary's absence.

Section 3: Vice-President of Diversity, Equity, and Inclusion (or Co-Vice Presidents of DEI) shall:

- Serve as a liaison between the PTO and the Avery Equity Group
- Work with the Executive Committee, Administrators, and Committee Chairs to ensure equity is considered in communications, programming, fundraising, distribution of funds, and all other activities of the PTO.

Section 4: The Secretary (or Co-Secretaries) shall:

- Record the minutes for all meetings of the Organization and of the Executive Committee
- Be responsible for all incoming and outgoing correspondence for the Organization.
- Report on all relevant correspondence at each Executive Committee meeting
- Aid the President in preparing the agenda for all meetings.
- Make copies of the minutes of prior meetings available to all members of the Executive Committee before each meeting
- Maintain a current copy of the By-Laws and Standing Rules, if any, as well as the records of all meeting minutes, and a list of committees and their members.

Section 5: The Treasurer (or Co-Treasurers) shall:

- Receive all monies of the organization.
- Keep an accurate record of receipts/expenditures and disburse funds as budgeted or approved by the Executive Committee.
- Be responsible for the maintenance of the bank account and records of the Organization · Present a statement of account at every meeting of the Organization and any other times as requested by the Executive Committee.
- Maintain a file of the budget reports presented at the Organization meetings.

Section 6: The Auditor (or Co-Auditors) shall:

- Serve as a guide/adviser for the Treasurer as needed on various projects – taxes, etc.
- Receive the bank account statements on a regular basis and check the account reconciliation.
- Collaborate with the Treasurer to prepare an annual tax return with the Internal Revenue Service.

Section 7: A check will be considered valid with one authorized signature (either the President, Auditor, or Treasurer). The board will have Directors and Officers Insurance each year.

Section 8: All officers shall perform the duties outlined in the By-Laws and those assigned from time to time. Failure to assume these responsibilities may result in removal as provided herein.

Section 9: Upon the removal or resignation of any officer, such officer shall turn over to the President or Executive Committee, without delay, all records, books, and other materials pertaining to the office, and shall return to the Treasurer or Executive Committee, without delay, all funds pertaining to the office. Furthermore, upon expiration of their terms, all officers shall deliver all official materials related to their office to their successors.

ARTICLE 9 COMMITTEES

Section 1: Standing committees are committees with ongoing functions that continue throughout the year. The chairperson(s) of each committee may volunteer for a one-year renewable term, with an unlimited number of terms.

Section 2: The Executive Committee may create special committees as needed to promote the purposes and interests of the Organization. The chairpersons for the special committees will be on a volunteer basis only. Special Committees shall automatically be dissolved upon completion of their assignment or upon decision by the Executive Committee.

Section 3: The chairpersons for both standing and special committees are directly responsible to the Executive Committee.

ARTICLE 10 FISCAL POLICY

Section 1: The Executive Committee shall see that the budget shall be presented for approval at the first general membership meeting of the school year. At that time, additional funds from the previous school year may also be allocated. The Executive Committee had the authority to make budget adjustments during the year, provided that they do not individually exceed \$500. The Executive Committee shall have no power to make the Organization liable for any debt(s) in an amount exceeding the cash assets of the Organization which has not been otherwise appropriated.

Section 2: Each committee has access to the budgeted funds of his/her committee during the school year only. These funds will be disbursed by the Treasurer provided the expense falls within the committee's budget and is substantiated by a purchase order or receipt.

Section 3: Any expenditure that requires carry-over or any anticipated expenditure occurring before the next year's budget is approved may be approved at the last meeting of the school year.

ARTICLE 11 MEETINGS AND VOTING

Section 1: There shall be regular general membership meetings, as set forth in Standing Rules. The schedule for the regular general membership meetings shall be determined prior to the beginning of the school year and shall be published to the general membership.

Section 2: Voting shall be determined by a simple majority of members present, except when changing or amending the Organization's By-Laws when a two-thirds majority of members present must prevail.

ARTICLE 12
PARLIAMENTARY PROCEDURES

Robert's Rules of Order (current edition) shall govern this Organization in all cases to which they are applicable and not in conflict with these By-Laws.

ARTICLE 13
AMENDMENTS

Section 1: These By-Laws may be amended at any membership meeting of the Organization by a two-thirds vote of the members present and voting, provided that the notice of the proposed amendment shall be given at the previous general membership meeting.

Section 2: A committee may be appointed to review the By-Laws, as revised and amended every two years. The Committee shall draft any proposed amendments for presentation to the membership as provided in Section 1 of this Article.

ARTICLE 14
STANDING RULES

The Executive Committee may maintain a list of Standing Rules to serve as a further operating guide for the Organization. These Standing Rules should be revised yearly to reflect the procedures of the current Executive Committee.