

**BYLAWS
OF WOERTHER ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION (PTO)**

Amended and Restated January 2012

ARTICLE I. NAME

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

ARTICLE II. ARTICLES OF ORGANIZATION

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

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

ARTICLE IV. POLICIES

Section 1. No substantial part of the activities of the Organization shall be the carrying on of 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 on behalf 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. This 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 administration 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 and teachers. The Organization shall conduct all operations in such a way as to reflect positively upon the school and the Rockwood 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 Board. 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 they make no commitments that bind the Organization absent the consent of at least the Executive Board.

Section 7. The Organization shall act in accordance with all Rockwood School District Board of Education Policies and Regulations, which are incorporated herein by reference, including but not limited to Policies 2950 and 3370 and Regulations 2950 and 3370 pertaining to fund-raising activities. No fund-raising activity of the Organization shall financially benefit a PTO member, faculty member, student or parent without prior Executive Board approval.

Section 8. No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to, its members, trustees, 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 Board prior to 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 through the school), by telephone, by facsimile, by electronic mail, or by any combination thereof, or by any other method reasonably designed to reach the members.

Section 10. Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on: (a) by an Association exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding 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 1954 (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 the liabilities of the Organization, dispose of all the assets of the Organization by distributing the same to the Principal of Woerther Elementary School. Said Principal shall, upon the advice of the Woerther Elementary School teachers and administration, supervise the expenditure of said assets for essential educational materials and equipment. In the event that this is not possible, said assets shall be distributed to organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Organization's Executive Board shall determine, with preference to be given to educational programs of the Rockwood School District. Any assets not so disposed of shall be disposed of by the Court in the county of the principal office of the Organization.

ARTICLE V. MEMBERSHIP AND DUES

Section 1. Any parent or guardian of a student of Woerther Elementary School any staff member interested in the objectives of the Organization and willing to uphold its policies and subscribe to its Bylaws may become a member. Any certified staff member of the School may 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 Executive Board shall determine the amount, time, and manner of payment of the membership dues, if any, from time to time. If assessed each member shall pay the annual membership dues; however, no household shall be assessed for more than one annual payment of membership dues.

Section 3. The Organization shall conduct an annual enrollment of its members, but persons may be admitted to membership at any time during the year as defined above.

Section 4. The privileges of membership shall be the right to hold office or appointed position, make motions, chair a committee, and vote. Only those members current in payment of membership dues, if any, are eligible to vote or to serve as an officer or representative of the Organization. Non-members are welcome to attend meetings and may ask questions and participate in discussions as recognized by the President.

ARTICLE VI. EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the officers of the Organization, the Principal of the School or his or her designated representative and two members of the faculty. Chairpersons of the standing committees and of then active special committees may be invited to attend Executive Board Meetings that pertain to their committee.

Section 2. The Executive Board 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 current and prior budgets, check registers, governmental forms, committee reports, contracts and correspondence.

Section 3. The duties of the Executive Board shall be as follows: to transact necessary business in the intervals between Organization meetings; to approve chairpersons of standing committees and approve the plans of the standing committees; to interpret the bylaws, policies, and standing rules of the Organization; to present a report at the general membership (open) meetings of the Organization; to prepare a budget for the upcoming fiscal year; to approve routine bills within the limits of the budget; to appoint the nominating committee; to appoint a committee to review Bylaws as needed; to appoint a committee of not less than two members, or an independent auditor or CPA, at least two weeks before the Annual Meeting to audit the treasurer's accounts; and to make budget adjustments as necessary, provided they do not individually exceed \$500.00. Any individual budget adjustment over \$500.00 requires the approval of the general membership.

Section 4. Every member of the Executive Board shall be entitled to one vote.

Section 5. Each standing committee chairperson shall present the committee's plans to the Executive Board prior to execution of the same. Any expenditure for such plans should be presented to the Executive Board for advance approval.

Section 6. Regular meetings of the Executive Board 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 Board at its first meeting of the year.

Section 7. Special meetings of the Executive Board may be called by the President, the Principal, or by a majority of the members of the Executive Board upon at least two days notice.

Section 8. All officers are required to attend all scheduled Organization meetings and are expected to attend a majority of Organization-sponsored events.

Section 9. On or before the first board 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 10. A majority of the members of the Executive Board must be present at the Executive Board 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 other vote.

ARTICLE VII. OFFICERS AND THEIR ELECTION

Section 1. The officers of this Organization shall include, at a minimum, a President, a 1st Vice President, 2nd Vice President, 3rd Vice President, Vice President of Fundraising, a Secretary, and a Treasurer. Any office may be held by two persons so designated by the prefix "co-". These officers shall be elected annually by ballot at the regularly scheduled Spring general membership meeting by a majority vote of the membership present at that meeting. If the Executive Board includes a President-Elect, the office of President shall be filled by the prior President-Elect. Ballots should be counted by Nominating Committee. If there is but one candidate for any office, the election for such office(s) may be by voice, show of hands or slate approval.

Section 2. Officers shall assume their official duties at the close of the final meeting of the school year and shall serve for a term of one year or until their successors are elected and installed. No person shall serve more than two consecutive terms in the same office, or three consecutive years unless determined by vote and majority approval of the Executive Board and General PTO population. Additional officers will be chosen according to the needs of the Organization and upon the approval of the Executive Board.

Section 3. Nominating Committee shall solicit nominations and make at least one nomination for each office of the Organization. The Nominating Committee shall announce the names of all nominees at the Spring meeting of the Organization. Each nominee's Nomination Form shall be made available for review by members of the Organization at the meeting. Additional nominations may be made by any member at such meeting. No nominations can be made after the close of the Spring meeting of the Organization.

Section 4. Spouses may not be elected and hold any of the offices.

Section 5. A vacancy occurring in an office shall be filled by a majority vote of the Executive Board at their next regular meeting.

Section 6. Any officer absent from three consecutive meetings, i.e. Executive Board and Organization meetings shall be deemed inactive unless absences are due to extenuating circumstances and the Executive Board receives 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 or fulfill duties of the office may be subject to removal from office by decision of [two-thirds of the Executive Board OR vote of a majority or two thirds of the members present at the next regular meeting]. Such officer is entitled to a written notification from the President or the Principal at least two weeks prior to the vote regarding removal.

ARTICLE VIII. DUTIES OF OFFICERS

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

- preside at all meetings of the Organization and of the Executive Board;
- be a member ex officio of all committees except the Nominating Committee;
- be authorized to appoint any special committee 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 for all accounts of the Organization;
- work with the principal on designated duties and tasks;
- attend District-wide meetings, such as the Presidents' Forum;
- attend Rockwood Presidents' Forum Leadership Conference;
- delegate the duties of any position that remains vacant; and
- perform all other duties usually pertaining to the office.

Section 2. The 1st, 2nd, 3rd and Fundraising Vice-President(s) shall:

- aide the President(s);
- perform the duties of the President in the absence of both officers;
- oversee and serve as a resource for specific committees (to be determined at the Executive Board meeting immediately preceding the beginning of the school year);
- perform the duties of the Secretary or Secretaries in their absence.

Section 3. The Secretary (or Secretaries) shall:

- record the minutes of all meetings of the Organization and of the Executive Board;
- be responsible for all incoming and outgoing correspondence for the Organization;
- report on all relevant correspondence at each Executive Board meeting;
- aid the President(s) in preparing the agenda for all meetings;
- make copies of the minutes of the prior meeting available to all members of the Executive Board before each meeting;
- publish the Organization newsletter (if any);
- maintain a current copy of the Bylaws and Standing Rules, if any, as well as the records of all meeting minutes, a list of all committees and their members, and a list of the current members of the Organization.

Section 4. The Treasurer(s) shall:

- receive all monies of the Organization;
- keep an accurate record of receipts and expenditures and disburse funds as budgeted or approved by the Executive Board;
- be responsible for the maintenance of the bank account and records of the Organization;
- be responsible for the filing of any necessary financial and tax forms with the appropriate governmental authorities;
- be responsible for the maintenance of all financial records of the Organization;
- comply with the statutory requirements and Rockwood School District Board of Education Policies and Regulations, including those provided in the Student Activity Funds Procedures Manual established by the Rockwood School District Board of Education;
- turn the financial books of the Organization over to an Audit Committee of not less than two members or an independent auditor appointed by the Executive Board at the end of the school year for examination;
- present a statement of account at every meeting of the Organization and any other times as requested by the Executive Board;
- maintain a file of the budget reports presented at Organization meetings.

Section 5. The Treasurer's accounts shall be examined annually by an Audit Committee of not less than two members or an independent auditor appointed by the Executive Board no later than July 10 of every year. When the Audit Committee

or auditor is satisfied that the Treasurer's final report is correct, they shall sign a statement of that fact at the end of the report.

Section 6. All checks written must contain two authorized signatures to be considered valid.

Section 7. The Treasurer, President and 1st Vice President shall be bonded annually.

Section 8. All officers shall perform the duties outlined in these Bylaws 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 Board, without delay, all records, books, and other materials pertaining to the office, and shall return to the Treasurer or the Executive Board, 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 IX. STANDING COMMITTEES

Section 1. Standing committees are committees with on-going functions that continue throughout the year. The chairperson of each committee shall serve for a one-year term. The incoming President, with the approval of the incoming Executive Board, shall appoint chairpersons of the standing committees after the spring election.

Section 2. The chairpersons of all standing committees shall mutually plan activities with the Executive Board, and no committee work shall be undertaken without the approval of the Executive Board.

Section 3. The Executive Board may create special committees as needed to promote the purposes and interests of the Organization. Special committees are directly responsible to the Executive Board. [The President, with the approval of the Executive Board, shall appoint chairpersons of the special committees.] Special committees shall be automatically dissolved upon completion of its assignment or upon decision by the Executive Board.

Section 4. An individual may serve unlimited terms as a committee chairperson, if appointed year to year.

ARTICLE X. FISCAL POLICY

Section 1. The Executive Board shall see that a budget shall be presented for approval at the [first/final] general membership (open) meeting of the academic year. At that time, additional funds from the [previous/current] year are also allocated. The Board has authority to make budget adjustments during the year, provided they do not individually exceed \$500.00; the Board shall have no power to make the Organization liable for any debt(s) in an amount exceeding the cash assets of the Organization which have not been otherwise appropriated.

Section 2. Each committee chairperson has access to the budgeted funds for his/her committee during the current 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 year.

ARTICLE XI. MEETINGS/VOTING

Section 1. There shall be regular general membership (open) meetings of the Organization, scheduled prior to the beginning of the school year. A regular meeting schedule may be established in the Standing Rules of the Organization. Special meetings of the general membership may be called by the President, Principal or by a majority vote of the Executive Board, five days notice having been given. Members shall be notified no later than five days in advance of the date of any rescheduled general membership meeting.

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

ARTICLE XII. PARLIMENTARY PROCEDURE

Section 1. 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 Bylaws.

ARTICLE XIII. AMENDMENTS

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

Section 2. A committee may be appointed to review the Bylaws, as revised and amended, every two year(s). The committee shall draft any proposed amendments for presentation to the membership as provided for in Section 1 of this Article.

ARTICLE XIV. STANDING RULES

The Executive Board 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 Board.

Section 1. The Executive Board determined no membership dues for 2011-2012 school year.

Section 2. There shall be at least five regular monthly meetings of the Organization for 2011-2012 school year. The regular meeting date shall be decided by the Executive Board of the Organization. A regular meeting shall be held during each April and May. There shall be at least two weeks' written notice to the members of the date, time and location of any meeting of the Organization and any change in the date, time or location of a previously scheduled meeting.