

**ELDER GROVE SCHOOL PARENT TEACHER ORGANIZATION, INC.**

EIN#: [REDACTED]

**BYLAWS**

**ARTICLE I – PURPOSE/MISSION**

Section 1 – Purpose

The purpose of Elder Grove School Parent and Teacher Organization shall be to:

- a. Develop a closer connection between the schools teachers and administrators, the community, and the home by encouraging parent and teacher involvement.
- b. Enhance the educational experience by supporting academic and enrichment activities.
- c. Enhance the environment at our schools by providing volunteer and financial support.

Section 2 – Program

- a. The program of this organization shall be educational and shall be implemented through committees, projects, and events.
- b. This organization shall be non-commercial, non-sectarian. No commercial enterprise shall be endorsed by it. Neither the name of the organization nor the names of its officers in their official capacities shall be used in any connection with a commercial concern or for any purpose other than the regular work of the organization.

**ARTICLE II - MEMBERSHIP & DUES**

Section 1 - Membership is open to the teaching staff and administration of Elder Grove School, all parents and guardians of children attending Elder Grove Schools, and to all residents of the Elder Grove School District who subscribe to our purpose and complete an application to join. Also any direct family members with students at the school even if they live outside the boundaries of the School District. Anyone who resides outside the boundaries of the school and who is not a parent or guardian of a student may join the Elder Grove PTO if they first pay a \$50 membership fee and follow the remaining guidelines for all members set forth.

Section 2 – Membership in the PTO shall be free. Members are encouraged to make an annual monetary donation, as they are able, to help with the administrative costs and to fund the PTO. All such donations shall be made payable to the PTO, through the treasurer, and will be tax deductible when the EGPTO receives its 501 c(3) designation from the IRS.

Section 3 - If at any time dues are required by the PTO, they must first be recommended by the Board of Directors, published to the membership at least 30 days before the dues are considered for a vote at a general meeting, and approved by a 2/3 vote at a general membership meeting.

Section 4 - Each member shall have one vote for every proposal at any general meeting, provided said member has been in good standing for at least 14 days prior to the meeting.

Section 5 - Members may run for the Board of Directors, and may serve on the Nominating Committee.

Section 6 - Members are expected to participate in at least one PTO organized activity annually.

Section 7 – Membership is open to any eligible person at any time during the school year.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1 – Number: The governing Board of Directors shall consist of nine members.

Section 2 – Composition: The Board of Directors shall include the officers of the organization, one administrator or designee, two representatives from the teaching staff, and one community member not employed by the school.

Section 3 – Responsibility: The Board of Directors shall provide leadership and governance for the PTO. The board shall oversee the activities and affairs of the PTO and shall exercise all powers permitted by the Montana Nonprofit Public Benefit Corporation Law and the Bylaws of the PTO relating to activities permitted or required by these Bylaws. The Board shall be subject to the orders of the organization, and none of its acts shall conflict with action taken by the organization.

Section 4 - Duties of the Board shall be:

- a. To transact necessary business in the intervals between general membership meetings.
- b. To approve the plans of the project committees.
- c. To present a report at the general membership meeting of any action taken by the governing Board.
- d. To facilitate an annual audit of the treasurer's records after fiscal year end, and before the first fall general membership meeting.
- e. To prepare a draft budget annually, for membership approval in April.
- f. To approve routine bills within the limits of the budget.
- g. To fill vacancies of elected positions, until the next election takes place if deemed necessary.
- h. To develop a fundraising plan and oversee fundraising activities throughout the school year.
- i. To suggest goals for the PTO.
- j. To have a combined meeting with the newly elected Board in June so as to provide an orderly transfer of responsibility.
- k. To carry out other governing duties as necessary and as permitted by law.

Section 5 – Meetings

- a. The Board shall meet prior to the general membership meetings, as needed. There shall be a minimum of four meetings per year.
- b. Meetings of the Board may be called by the President or by a majority of the members of the board.
- c. Members may attend meetings via a teleconference call if necessary.

Section 6 – Quorum: A quorum for any Board meeting shall be more than 50% of the total board members. A member on conference call may be counted toward the quorum.

#### ARTICLE IV – ELECTION

##### Section 1 - Officers

a. The officers of this organization shall consist of the President; one Vice-President who shall be the President Elect for the following year; a Secretary; a Treasurer; and an Assistant Treasurer who is the Treasurer Elect for the next year.

##### Section 2 - Election of officers

- a. Officers shall be elected annually in the month of April.
- b. Each position shall be voted on independently, and by secret ballot.
- c. Terms for officers are one year. Amended 6/5/14
- d. The newly elected officers shall assume their duties June 1st and shall serve for a term of one year or until the election of their successors. The Vice President who is the President Elect and Assistant Treasurer, the Treasurer Elect, shall assume their duties as President and Treasurer effective June 1<sup>st</sup>.
- f. No person shall be eligible to serve more than two consecutive terms in the same office. Amended 6/5/14

##### Section 3 - Election of administrator

The Superintendent shall serve in this capacity or shall designate another administrator to serve. This need not be the same person every month.

##### Section 4 - Election of teaching staff representative

Two members of the teaching staff shall be designated by the teachers to serve on the Board. This need not be the same person every month.

##### Section 5 - Election of community member

One community member shall be elected at the general meeting in April.

##### Section 6 - Nominating Committee

- a. There shall be a Nominating Committee, selected by the Board, composed of at least four (4) members, one of whom is a current Board member and three of whom are volunteers from the general membership.
- b. The Nominating Committee shall nominate at least one eligible person for each office to be filled and report its nominees at the March General Membership meeting. Additional nominations may be made from the membership at large. Voting by the membership shall take place at the Annual General Meeting in the month of April.

c. Nominations for all PTO positions will be open up to one week prior to the election meeting (the "freeze date"). Nominees who meet the deadline will appear on the pre-printed ballot and will be publicly announced. Nominees who come forward after the freeze date will be considered write-in candidates on the ballot and will receive no public announcement.

d. The consent of each nominee shall be secured before his/her name is presented. Each nominee must read and agree to the duties listed in Article VI for his/her respective position.

#### Section 7 – Election procedures

a. Plurality elects.

b. Voting for the Board shall be by secret ballot, which will be deposited in a collection bin at the front of the room. Once voting is completed, two members of the Board along with two general members will count the votes.

c. If the result is within two votes for any position, the votes shall be recounted by two different members of the Board and a different general member.

d. Once the count/recount is completed, the results shall be presented to the general membership to be ratified.

#### Section 8 – Vacancies

A vacancy occurring mid-year in any office shall be filled by a majority vote of all remaining members of the Board and must be ratified by the membership at large at the next scheduled business meeting. If the office of President becomes vacant, the Vice President shall assume the position for the remainder of the school year.

#### Section 9 – Removal

By a majority vote of the entire Board, a Board member may be removed from office for documented failure to perform duties over a minimum two-month period. This action must be ratified by the membership at large at the next business meeting.

### **ARTICLE V - DUTIES OF OFFICERS**

#### Section 1 - President - Duties

a. Preside at and conduct all meetings for which he/she is present.

b. Present any new business.

c. Be the official spokesperson for the organization, unless the President or the Board of Directors designates another appropriate person for a specific situation.

d. Recruit committee chairpersons.

e. Work with the Secretary to create and publish the annual PTO calendar by the second PTO meeting of the school year.

- f. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end if there are unresolved issues. Transfer of all documentation to the new officer is required by end of the fiscal year. Deliver to the successor in office all records in his/her possession by fiscal year end.
- g. Contract signing authority with the Secretary.
- i. Serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

#### Section 2 - Vice President - Duties

- a. Aid the president in his/her duties.
- b. Perform the duties of the president in the event of that officer's absence or inability to serve.
- c. Act as liaison between committee and project chairs with the Board.
- d. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- e. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end if there are unresolved issues. Transfer of all documentation to the new officer is required by end of the fiscal year.
- f. Manage the recruitment of volunteers for the various PTO committees.
- g. Contract signing authority with the President.
- h. Assume the role of President as of June 1<sup>st</sup> of the following year.
- i. Perform other duties as may be requested by the President or the Board of Directors.

#### Section 3 - Secretary - Duties

- a. Prepare the agenda for the General Membership meetings with the assistance of the President and Committee heads.
- b. Prepare any materials needed for distribution or reference at General Membership meetings.
- c. Keep updated list of all members, with their contact information, and have this available at meetings of the Board and the general membership.
- d. Take minutes at Board of Directors and General Membership meetings.
- e. Finalize minutes, obtain necessary approvals, and post minutes in a timely manner.
- g. Act as custodian of all official and legal records of the EGPTO.
- h. Keep the files of communications, papers, and documents belonging to the organization.
- i. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end if there are unresolved issues. Transfer of all documentation to the new officer is required by end of the fiscal year. Deliver to the successor in office, all records in his/her possession by fiscal year end.

j. Prepare any correspondence and publicity for the organization as needed, including meeting announcements and periodic newsletter.

k. Oversee the preparation of the School Directory.

#### Section 5 - Treasurer - Duties

- a. Be custodian of all organization funds; authorized to disperse funds on behalf of the PTO.
- b. Give written monthly financial reports for review at all General Membership meetings and to the Board in months with no General Membership Meeting.
- c. Provide a monthly cash-flow report at Board Meetings.
- d. Prepare a year-end financial report within 30 days of the fiscal year end.
- e. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- f. Submit a written report detailing responsibility and recommendations to the future board by fiscal year end if there are unresolved issues. Transfer of all documentation to the new officer is required by end of the fiscal year.
- g. Prepare federal tax forms (Form 990 and Form 990EZ) as required by the IRS and submit by required date. Renew the incorporation of the PTO each year as required by the State of Montana and file the necessary paperwork each year.
- h. Facilitate an annual audit of the financial records and practices during the summer of each year. This audit shall be done with the Out-going President, Treasurer, the in-coming President and Treasurer and two other members of the Board.
- i. Perform other duties as may be requested by the President or the Board of Directors.

#### Section 6 – Assistant Treasurer – Duties

- a. Assist the Treasurer in his/her duties
- b. Learn the duties and responsibilities of the Treasurer
- c. Deliver to the successor in office, all records in his/her possession by fiscal year end.
- d. Assume the role of Treasurer as of June 1st of the following year.
- e. Perform other duties as may be requested by the President or the Board of Directors.

### **ARTICLE VI – COMMITTEES**

Section 1 – Committees may be created by the Board of Directors, as needed, to promote the purpose and interests of the organization. The need for specific committees will be reviewed annually.

#### Section 2 – Purpose of Committees

The Board of Directors shall give a specific charge to each committee when formed. Such charge shall include the purpose of the committee, the makeup of the committee, the timeframe for the committee's work, and the authority and accountability for the committee.

### Section 3 – Chairpersons

The President may appoint the chairpersons of each committee or the chair may be elected by the committee members. Chairpersons shall present each committee's plans to the membership, and give a yearly report to their successors. Chairpersons shall report on committee activities to the Vice President monthly and at the general membership meetings as necessary. All chairpersons shall welcome general members who express an interest in the committee. Committee chairs are responsible for assuring the events and activities of their committee are on both the PTO and Elder Grove School websites.

### Section 4 - Special committees

Special committees, ad hoc committees, and task forces may be established by the Board, or by action taken at a general membership meeting.

### Section 5 – Nominating Committee

A Nominating Committee shall be formed according to procedures in **Article V – Elections, Section 6 a.**

## ARTICLE VII - MEETINGS

### Section 1 - Frequency

Regular meetings of the organization shall be held monthly during the school year or as designated by the Board. Meetings shall alternate days of the month (i.e. Tuesday on month and Thursday the next) so as to allow the greatest number of members to participate.

Amended 6/5/14  
Amended 9/16/16

### Section 2 - Quorum

- a. General Membership Meetings – Seven members shall constitute a quorum for the transaction of business at any general membership meeting.
- b. Board Meetings – Five Board members shall constitute a quorum for the transaction of necessary business and/or approval of routine bills in the intervals between general membership meetings.

Section 3 – The general meeting in April shall be designated the Annual Meeting. Business conducted at the Annual Meeting shall include the election of the Board, adoption of the Annual Budget, amendments to the Bylaws, if any, and all annual reports required by the organization and these Bylaws.

## ARTICLE VIII - FISCAL YEAR

The fiscal year of Elder Grove PTO shall be from July 1st through June 30th of the following year.

## **ARTICLE IX – DISSOLUTION**

### **Section 1 - Procedure**

- a. The organization, by majority vote in a general membership meeting, shall authorize the Board of Directors to consider the reasons for disbanding and the necessary steps to be taken.
- b. The Board shall submit a report at the next general membership meeting.
- c. Notice of intent to disband shall be given to all members, in writing, at least 30 days prior to the general membership meeting in which the vote is to occur.
- d. A quorum for the purpose of dissolution shall be 75% of the current year's total membership.
- e. A 2/3 vote of those in attendance is required for passage.

### **Section 2 - Funds**

The funds remaining in the treasury, after provision has been made for all liabilities of the EGPTO at the time of dissolution, shall be submitted and given to the School Board. These funds shall be earmarked for use at Elder Grove Schools.

## **ARTICLE X - INDEMNIFICATION**

Any member of the Board of Directors and any officer of Elder Grove PTO (EGPTO), as a condition of accepting said office, shall be indemnified by EGPTO against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of EGPTO, except for breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of Montana, these Bylaws, agreements, vote of members, or otherwise.

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

The authority for this organization shall be "Robert's Rules of Order Newly Revised, 11th Edition".

## **ARTICLE XII – AMENDMENTS**

### **Section 1 – Amendments**

- a. These bylaws may be amended by a 2/3 vote of the membership in attendance at a general meeting, as long as the proposed amendment has been presented in writing to all members at least 30 days before the meeting to discuss and vote on the amendment. Such written notification must include the current wording and the proposed wording of the amendment.
- b. Amendments may be proposed by the Board of Directors or by any individual EGPTO member.

### **Section 2 - Revision Procedure**



- a. A committee may be appointed, by a majority vote at a general membership meeting, to submit a completely revised set of bylaws as a substitute for the existing bylaws. Such committee may also be appointed by a 2/3 vote of the entire Board.
- b. The revision must be posted and distributed to all members at least 30 days prior to the general membership meeting in which all proposed changes are read and discussed. The posting must make clear where changes have been made.
- c. Bylaws revision shall be adopted by the affirmative vote of 2/3 of the members present and voting at the annual April general membership meeting provided that the proposed revision has been presented at a previous regular meeting.
- d. These bylaws shall be reviewed every three years, or more frequently if needed.

**APPROVAL OF BYLAWS**

These Bylaws were adopted by the newly incorporated Elder Grove School PTO on March 1, 2012

The Board unanimously approved the original Bylaws on March 1, 2012

Amendments and/or revisions were approved on the following dates:

Signatures:

Date