

# **THE HUDSON BEND MIDDLE SCHOOL PARENT TEACHER ORGANIZATION**

## **BYLAWS**

### **ARTICLE I: Name**

The name of this Organization shall be the Hudson Bend Middle School Parent Teacher Organization (“HBMS PTO” or “Organization”).

### **ARTICLE II: Article of Organization**

This Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III: Purpose**

The purpose of this Organization shall be to enrich the education of the students of Hudson Bend Middle School (“School”) by supporting the School with the resources of its Members, including but not limited to volunteer and financial support while fostering positive and effective relationships between the School staff, teachers, and parents. In pursuance of this purpose, the Organization may engage in any or all lawful purposes.

### **ARTICLE IV: Basic Policies**

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

**Section 2.** The Organization shall work with the School to provide quality education for all students and recognize that the legal responsibility to make decisions has been delegated by the people to the boards of education, state education authorities, and local education authorities.

**Section 3.** No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its Members, Officers, Executive Directors, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the Purpose of the Organization.

**Section 4.** Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by: an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986; an organization contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986; or any corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE V: Membership and Dues**

### **Section 1. Eligibility.**

Membership in this Organization shall be open to:

- a. any parent, guardian, or adult relative who has a child enrolled in the School;
- b. any parent, guardian, or adult relative who reasonably expects to have a child enrolled in the School within four (4) months of becoming a Member;
- c. any administration, staff or faculty member of the School

**Section 2.** Membership in this Organization shall be made available without regard to race, color, creed, sex, religion, or national origin under such rules and regulations as may be prescribed in the Bylaws of this Organization to any individual who meets the criteria in Article V, Section 1 and who subscribes to the Purpose and Basic Policies of the Organization.

### **Section 3. Enrollment.**

- a. The Organization shall conduct an annual enrollment of Members between August 1 and July 31 but may admit new Members at any time.
- b. Term of annual membership of all Members shall commence August 1 of each year and automatically expire on July 31 the following year.

### **Section 4. Dues.**

- a. As determined by the Executive Board, each Member of the Organization may be required to pay an annual fee as part of being a Member of the Organization.
- b. The Executive Board shall determine the amount to be paid by each Member by no later than July 31 of each year which will be assessed to all Members during the annual enrollment period or when a person is admitted as a Member to the Organization.

c. No eligible individual or family shall be denied membership due to financial hardship. Families or individuals facing such hardship may contact the school principal and/or counselor who shall then communicate to the Executive Board a recommendation to or not to waive dues.

**Section 5.** Any Member who fails to pay his membership fee when due shall automatically lose his membership in the Organization until the dues are paid.

## **ARTICLE VI: Meetings of the Membership**

### **Section 1. Regular meetings.**

a. Regular meetings of the Members shall be held no less than two (2) times during the school year with meetings including but not limited to: the first thirty (30) days of the school year for the purpose of receiving the audit committee's findings; April for the purpose of electing officers; May for the purpose of receiving reports and adopting a budget for next fiscal year.

b. The date and time of such meetings shall be established by Executive Board by the start of the school year.

c. No less than five (5) days written notice of membership meetings shall be given to the Members using established general communication methods including but not limited to email, fliers, electronic newsletters, web site posting or other similar communication methods.

d. A change in meeting date or time may be made with three (3) days' notice being given to the Members.

e. Meeting agendas shall be made available at least one (1) day prior to membership meetings using methods including but not limited to email, fliers, electronic newsletters, web site posting or other similar communication methods.

f. During each regular meeting of the Members, an open forum shall be held so as to permit Members to discuss New/Old business of the Organization.

### **Section 2. Special meetings.**

a. Special meetings of the Members may be called at the request of the president or a majority of the Executive Board with five (5) days written notice being given.

b. Special meetings of the Members may be called at the request of Members upon a written petition signed by twenty-five percent (25%) of the Members being submitted to the president which sets forth the purpose of the special meeting. The president shall call the special meeting within ten (10) days of receiving the petition and such meeting shall be held no more than thirty (30) days after the president receives the petition. The purpose of the special meeting shall be limited to that which is stated in the petition with no other business of the Organization being discussed.

**Section 3. Virtual/Electronic Meetings.** A meeting of the Members, the Executive Board, or any committee may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means. The president and the chairperson of each committee shall determine from time to time whether a meeting over which they are empowered to oversee is to be conducted in person or via electronic method.

**Section 4. Quorum.** One-tenth (1/10) of Members shall constitute a quorum for the transaction of business in any membership meeting of the Organization. If, however, such quorum shall not be present or represented at any meeting, the Members entitled vote at the meeting shall have power to adjourn and the Members in attendance, in person or proxy, at the reconvened meeting shall constitute a quorum.

## **ARTICLE VII: Executive Board**

**Section 1.** The Executive Board shall consist of the elected board members of the Organization. The Board shall consist of no fewer than five (5) elected Board members.

**Section 2.** The Executive Board shall exercise ordinary business judgment in managing the affairs of the Organization. Acting in their official capacity, board members shall act in good faith and take actions they reasonably believe to be lawful and in the best interest of the Organization. In all other instances, the Board shall not take any action that they reasonably believe to be unlawful or in opposition to the Organization's best interests. A board member shall not be liable if, in exercising due diligence, the board member acts in good faith relying on written financial and legal statements provided by an accountant or attorney that may be retained by the Organization.

**Section 3. Nominations**

a. Election to the Executive Board shall be made by a Nominating Committee. The Nominating Committee shall consist of a chairman and two (2) or more Members of the Organization. The Nominating Committee shall be appointed by the president by March

1. The Nominating Committee shall make as many nominations for election to the Executive Board as it shall in its discretion determine, but not less than the five (5) Members.

b. No Member appointed to the Nominating Committee may be nominated to serve on the Executive Board by the Nominating Committee.

c. The Committee shall make every effort to find candidates that represent the diversity of the membership of the School. The Committee shall report its nominees in writing to the secretary of the Executive Board no less than ten (10) days prior to the April membership meeting. The secretary shall present the ballot of nominees for election at the membership meeting in April.

d. Additional nominations may be made from the floor at the April membership meeting by any Member. Members may nominate themselves.

e. Only those Members who have signified their consent to serve at or within five (5) days following the April membership meeting shall be on the ballot for election at the May membership meeting.

#### **Section 4. Election.**

a. Board members shall be elected by the Members present, in person, via proxy or absentee ballot at the May membership meeting.

b. Voting shall be by ballot or show of hand; or electronic vote, however, if the number of nominees to the Executive Board does not exceed five (5), the nominees may be accepted by acquiesce.

**Section 5. Term.** The term of office is one (1) year and shall begin June 1 and end May 31.

**Section 6. Removal/Vacancy.** Any Board member may be removed from the Executive Board, with or without cause, by a majority vote of all Members of the Organization. A Board member shall automatically be deemed to have resigned his position on the Executive Board upon no longer being a Member of the Organization Association or in the event such Board member shall be absent from three (3) consecutive regular meetings of the Executive Board. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Executive Board and shall serve for the unexpired term of his predecessor.

#### **Section 7. Duties**

The Board shall:

- a. transact necessary business between membership meetings in accordance to the Purpose of the Organization;
- b. prepare reports and recommendations to be presented to the membership;
- c. prepare and submit a budget to the membership;
- d. approve payment of routine bills within the limits of the budget;
- e. approve plans of work submitted by officers and committee chairpersons;
- f. create financial policies and standing rules;
- g. create and dissolve standing and special committees and approve committee chairpersons;
- h. fill vacancies of officers and committee chairpersons;
- i. review and amend Bylaws; and
- j. to do any other act that furthers the stated Purpose of the Organization.

**Section 8. Regular Meetings.**

- a. The date and time of meetings shall be established by the Board by the start of the school year.
- b. Special meetings of the Board may be called at the request of the president or a majority of the Board with forty-eight (48) hours written notice being given to each Board member.
- c. During each regular Board meeting, there shall be a designated period of time to allow Members an opportunity to comment on any matter relating to the Organization.

**Section 9. Special Meetings.** Special meetings of the Board shall be held when called by the president, or by any three (3) Board members, after not less than three (3) days' notice to each Board member.

**Section 10. Executive Session/Closed Meetings.** The Executive Board may conduct business in executive session when called for by the president, or any three (3) Board members.

**Section 11. Quorum.** A Majority of the Board in attendance at a meeting, in person or via electronic means, shall constitute a quorum.

**Section 12.** Action Without Meeting. Any action by the Board required or permitted to be taken at any meeting may be taken without a meeting if the Executive Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. The contemplated action shall require the approval of a majority of the Executive Board before being approved.

**Section 13.** Recording Meetings. Unless previously authorized by a majority of the Board members, no portion of an Executive Board meeting may be electronically or video recorded.

**Section 14.** Voting. Each member of the Executive Board shall have one vote irrespective of the number of offices held by a Board member.

## **ARTICLE VIII: Officers**

**Section 1.** The officers of the Executive Board shall consist of the: President; Vice-President; Secretary; Treasurer; Second Vice-President/Volunteer Coordinator; Third Vice-President/Fundraising Coordinator; Fourth Vice-President/Student Activities Coordinator; and Fifth Vice-President/Teacher Appreciation Coordinator. Any person, except the president, may hold more than one office. The Executive Board may appoint an assistant secretary and an assistant treasurer or such other officer as in its judgement may be necessary.

**Section 2.** Election of Officers. Immediately following the conclusion of the May membership meeting, the newly elected Board members shall convene an organizational meeting to elect chairs and to establish an agenda for the newly elected Executive Board.

**Section 3.** Term of Office.

a. The term of office is one (1) year and shall begin June 1 and end May 31.

b. No officer shall serve in the same office for more than two (2) consecutive terms. One who has served more than one-half of a term shall be credited with having served a full term.

c. An exception to the term limit may be made in the event that no candidate is nominated or in the event of filling a vacancy.

d. The office of president shall be held only by a Board member who has previously served at least one (1) full term on the organization.

**Section 4.** Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Executive Board. Any officer may resign at any time by giving

written notice to the Executive Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.** Vacancies. A vacancy on the Executive Board may be filled by appointment by the Executive Board as set forth herein.

a. A vacancy in the office of president shall be filled for the unexpired term by the vice president.

b. A vacancy occurring in any elected office, other than president, shall be filled for the unexpired term by a person from the membership appointed by the Executive Board.

## **ARTICLE IX: Duties of Officers**

**Section 1.** The President shall:

a. preside at all meetings of the Organization;

b. coordinate the work of officers and committees of the Organization such that the Purpose may be promoted;

c. serve as the primary liaison with the Principal with the recommendation of a standing meeting;

d. represent the Organization by attending district leadership meetings, campus advisory team meetings, and school board meetings as appropriate; and

e. comply with administrative requirements set forth by the District including but not limited to submitting budgets, audit findings, fundraising activities, and Bylaws.

**Section 2.** The Vice President shall:

a. preside at meetings in absence of the president;

b. assume the office of president for the unexpired term in the event vacancy; and

c. assist the president as needed.

**Section 3.** The Secretary shall:

a. record and maintain the minutes of meetings of the Organization. In the event of

the secretary's absence, the president shall appoint an acting secretary for the meeting who shall be responsible for both recording and transcribing the minutes;

b. handle correspondence on behalf of the Organization;

c. publish agendas for executive and membership meetings; and

d. keep record of documents including but not limited to current Bylaws for reference as needed. Upon completion of term, surrender all records in accordance to the newly appointed secretary.

**Section 4.** The Treasurer shall:

a. maintain custody of all of the funds of the Organization and ensure that all Organization's funds are at all times properly protected and accounted for;

b. keep books of account and records including but not limited to bank statements, receipts, budgets, invoices, paid receipts, check stubs, and canceled checks (actual copy or electronic bank copy). Upon completion of term, surrender all records to the newly appointed treasurer.

c. be responsible for the maintenance of permanent books of account and records as shall be sufficient to establish the items of gross income (including dues collected from members), receipts, and disbursement;

d. prepare and submit a budget for the year to the Executive Board;

e. make disbursements in accordance with the budget adopted by the Executive Board;

f. present a financial statement at membership meetings, Executive Board meetings, and at other times when requested by the Executive Board; make full report at the May membership meeting;

g. submit books to the audit committee or a duly selected Certified Public Accountant; and

h. ensure financial documents including but not limited to tax returns and sales tax reports are prepared and filed with due diligence.

**Section 6.** Second Vice-President/Volunteer Coordinator

- a. act as liaisons and facilitate communications between Members, the School, and the Executive Board; and
- b. shall facilitate updates on social media; website; and communicate frequently with volunteers.

**Section 7.** Third Vice-President/Fundraising Coordinator

- a. shall manage the coordination of the PTO's fall and/or spring fundraising activities.

**Section 8.** Fourth Vice-President/Student Activities Coordinator

- a. shall plan and execute activities on behalf of the students of each grade level.

**Section 9.** Fifth Vice-President/Teacher Appreciation Coordinator

- a. shall coordinate any hospitality activities, including monthly teacher appreciation activities, and meet the hospitality needs of teachers and staff throughout the year
- b. shall coordinate teacher appreciation week, and teacher events as the needs arise.

**Section 10.** All officers shall:

- a. perform the duties outlined in these Bylaws and those assigned as needed;
- b. attend all meetings of the Organization; and
- c. deliver to their successors, all officer material before the end of the school year and/or term of office.

**ARTICLE X: Committees and Chairpersons**

**Section 1.** The Executive Board may create and dissolve committees as it may deem necessary to promote the Purpose and carry on the work of the Organization. Committee membership shall be open to any individual who subscribes to the Purpose and Basic Policies of the Organization.

**Section 2.** Standing committees, including but not limited to:

- a. Fundraising shall plan, coordinate, execute, and track all fundraising efforts of the organization.
- b. Membership shall coordinate an annual membership drive and maintain a

membership list which shall be provided to the secretary for reference as needed.

c. Communications shall coordinate the flow of information between the Organization and its membership and the school community.

d. Term. The term of standing committees is one (1) year and shall begin June 1 and end May 31.

**Section 3. Special Committees, including but not limited to:**

a. Nominating. A committee to nominate interested Members to fill officer positions shall be appointed by the Executive Board. No Member shall automatically serve on this Committee because of his office in the Organization or position in the school system. The president shall not serve as a member of this committee.

b. Audit. A committee to audit the treasurer's accounts shall be appointed by the Executive Board. The committee shall consist of no fewer than two (2) Members who are not authorized signers, who are not related to or do not reside in the same household as an authorized signer and have not been elected incoming treasurer. The president shall not serve as a member of this committee. Appointment shall be made no later than thirty (30) days before the end of the fiscal year.

c. Term. The term of special committees shall begin with appointment by the Executive Board and end when work is complete as evidenced by its final report or when dissolved by the Executive Board.

**Section 4. Chairpersons.**

a. Committee chairpersons shall be Members in good standing and support the Purpose and policies of the Organization.

b. Authority. The committee chairperson shall present work plans in the form most appropriate to the project (e.g. plans of work in accordance, meeting minutes, reports, budgets, drawings, etc.) to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

c. Appointment. Committee chairpersons shall be appointed by majority vote of the Executive Board.

d. Term. The term of a chairperson appointment corresponds with the term of the specific committee. No chairperson shall serve in the same position for more than two (2) consecutive terms. One who has served more than one-half of a term shall be credited with having served a full term. An exception to the term limit may be made in the event that no new individual accepts the position or in the event of filling a vacancy.

e. Removal. A chairperson may be removed from position by a two-thirds (2/3) vote of the Executive Board for reasons including but not limited to (a) failure to perform duties, (b) misconduct, or (c) missing three consecutive committee meetings, unless special circumstances arise.

f. Vacancy. A vacancy occurring in any chairperson position shall be filled for the unexpired term by a person from the membership appointed by a majority vote of the Executive Board.

## **ARTICLE XI: Financial Policies**

**Section 1.** The fiscal year of this Organization shall begin August 1 and end July 31.

**Section 2.** A full year budget shall be presented for adoption by the Executive Board at the May membership meeting.

**Section 3.** Two authorized signatures shall be required on all checks. The Executive Board may appoint up to three (3) officers to be authorized to sign checks and shall appoint one (1) officer to review and sign monthly bank statements that does not have signing authority. These reports will be presented at each board meeting.

**Section 4.** All disbursements of the Organization shall be by cash or check.

**Section 5.** The audit committee shall conduct the audit within the first sixty (60) days after the close of the fiscal year and shall present its findings at the first membership meeting of the following fiscal year for adoption by the Executive Board.

**Section 6.** Officers and committee chairpersons shall submit a Plan of Work to the president and/or treasurer by the second week of the school year for review and approval by the Executive Board at the following executive board meeting. Disbursements by the treasurer shall be in accordance with the approved budget and the appropriate plan of work.

**Section 7.** The Executive Board shall maintain a standing rule defining the record retention policy of the Organization. This policy shall define record custodianship, retention

methods, and shall be reviewed by the Executive Board each May for compliance.

**Section 8.** The Executive Board shall maintain a conflict of interest policy and shall sign a member agreement each May, upon election to the board, agreement to comply with the policy.

## **ARTICLE XII: Standing Rules**

The Executive Board shall adopt standing rules in May of each year according to the needs of the Organization. The secretary shall keep a record of the standing rules for reference as needed.

## **ARTICLE XIII: Parliamentary Authority**

The rules contained in the current edition 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 in conflict with these Bylaws.

## **ARTICLE XIV: Dissolution**

**Section 1.** The Organization may be dissolved by a two-thirds vote of the Members present, in person, via proxy or absentee ballot at a special meeting of the Organization.

**Section 2.** Written notice to the membership of the special meeting shall be given thirty (30) days prior to the meeting at which dissolution is to be voted upon.

**Section 3.** Upon the dissolution of this Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall become property of Hudson Bend Middle School.

## **ARTICLE XV: Amendments**

**Section 1.** These Bylaws may be amended by two-third (2/3) vote of the Executive Board.

**Section 2.** Written notice to the membership of the proposed amendment shall be given ten (10) days prior to the Board meeting at which the amendment is to be voted upon.

**Section 3.** A committee may be appointed to submit a revised set of Bylaws as a substitute for the existing Bylaws only by a majority vote of the Executive Board. The requirement for adoption of a revised set of Bylaws shall be the same as in the case of an amendment.