

Bylaws of Thoreau Elementary PTO, Inc.

Article I: Name, Description & Purpose

Section 1: Name

The name of this organization shall be the Thoreau Elementary PTO, Inc., hereinafter referred to as the PTO.

Section 2: Description

The PTO is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: Purpose

The purpose of the PTO is to enhance and support the educational experience at Henry David Thoreau Elementary School (hereinafter referred to as Thoreau Elementary), to develop a closer connection between school and home by encouraging parent involvement, and to improve the environment at Thoreau Elementary through volunteer and financial support.

Article II: General Principles

Section 1: Non-Affiliation

The PTO shall be noncommercial, nonsectarian and nonpartisan.

Section 2: Non-Enrichment of Members & Others

No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the PTO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PTO shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the PTO 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, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: Financial Solvency

The PTO shall not, in any given school year, spend or commit to spend more than it has in available funds.

Article III: Membership, Dues & Voting

Section 1: Members

Membership shall be automatically granted to all parents and guardians of Thoreau Elementary students, plus all staff at Thoreau Elementary.

Section 2: Dues

There are no membership dues.

Section 3: Voting

Members have voting privileges, one vote per household.

Article IV: PTO Board

Section 1: PTO Board Membership

The PTO Board shall consist of the following officers: President, Vice President, Secretary, and Treasurer. In addition, the PTO Board will also include the Chairperson of the Fundraising Committee, the Thoreau Elementary Principal, and a representative staff member from Thoreau Elementary. PTO officer positions can be shared by no more than two members, unless otherwise agreed upon by majority vote of the PTO Board.

Section 2: PTO Board Voting

The Principal shall be a non-voting member of the PTO Board. All other members of the PTO Board shall have one vote. Members of the PTO Board present shall represent a quorum for the transaction of business at normally scheduled or specially scheduled PTO Board and at General Meetings. Business may be transacted by the approval of the majority of those present and eligible to vote at any scheduled meeting of the PTO Board.

Section 3: PTO Board Meetings

PTO Board Meetings shall be scheduled and held monthly, at a time and place to be determined by the PTO Board. Specially scheduled PTO Board meetings may be called by any two board members, with twenty-four (24) hour notice.

Section 4: Supervision of Affairs

The PTO Board shall have general supervision of the affairs of the PTO between General Meetings; set the date, hour and place of meetings; make recommendations to the PTO; and shall perform such other duties as specified in these Bylaws. The PTO Board shall be subject to the orders of the PTO, and no act by the PTO Board shall conflict the purpose of the PTO.

Section 5: Budget

The newly elected PTO Board shall develop a budget to be presented and approved by the members at the first General Meeting of the school year.

Article V: Officers

Section 1: President

The President shall preside over General Meetings and meetings of the PTO Board. The President shall serve as the primary contact for the principal, represent the organization at meetings outside the organization, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

Section 2: Vice President

The Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve.

Section 3: Secretary

The Secretary shall keep records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes, bylaws, rules, membership list, and any other supplies, and brings them to meetings.

Section 4: Treasurer

The Treasurer shall be responsible for maintaining an accurate record of all financial affairs of the organization, including receipts and expenditures, and shall pay out funds as authorized by the organization. The Treasurer shall be responsible for presenting a financial statement upon request of the organization and is responsible for preparing and presenting a budget for each school year in a timely manner.

Article VI: Elections

Section 1: Nominations and Elections

Elections shall be held each school year to fill each of the officer positions. Nominations for candidates shall be solicited from the general membership prior to the elections. Elections will be held during a General Meeting. At that meeting, nominations may also be made from the floor. If more than one person (or group in the case where two or more are nominated to share an officer position) is nominated for an office, a ballot vote shall be conducted in accordance with Article II, Section 3: Voting .

Section 2: Eligibility

Any member in good standing may be nominated and become an officer of the PTO.

Section 3: Terms of Office

The term of office for all officers is one year, beginning immediately upon election, and ending upon officer election the following school year. Each person elected shall hold only one office at a time. There is no limit to the number of terms an officer may serve, so long as the officer remains a member in good standing and is elected in accordance with these bylaws.

Section 4: Vacancies

If there is a vacancy in the office of the President, the Vice President shall become the President. A vacancy occurring in any other office shall be filled for the unexpired term by a person elected by the

majority vote of the PTO Board, subject to ratification by majority vote (in accordance with Article II, Section 3: Voting) by the membership at the next General Meeting.

Section 5: Removal From Office

Officers can be removed from office with or without cause by a two-thirds vote (in accordance with Article II, Section 3: Voting) of those members present at a General Meeting where previous notice has been given.

Section 6: Succession

Upon the expiration of the term of office or in the event of resignation or removal from office, each officer shall turn over to the President or Secretary, without delay, all records, books, and other materials pertaining to the office, and shall return to the President or Treasurer, without delay, all funds pertaining to the office.

Article VII: Meetings

Section 1: General Meetings

General Meetings of the PTO shall be held at a regular time and place as designated by the President at the beginning of the school year.

Section 2: Specially Scheduled General Meetings

Specially scheduled General Meetings may be called by the President or by a majority of the PTO Board. Seven (7) day notice shall be required for such specially scheduled General Meetings. Only members present at such meetings shall be entitled to vote (in accordance with Article II, Section 3: Voting).

Section 3: Quorum

Members present shall constitute a quorum for the transaction of business at any General Meeting. Business may be transacted by the approval of the majority of those present at any General Meeting (in accordance with Article II, Section 3: Voting).

Article VIII: Committees

Section 1: Committees

The PTO Board will create a Fundraising Committee and may also create such other standing committees as it may deem necessary to promote the purpose and carry on the work of the PTO. The PTO Board shall solicit volunteers among the membership to develop a pool of possible project and committee chairpersons. The PTO Board shall appoint committee chairpersons.

Section 2: Committee Budgets

A budget for each project and committee shall be approved by the PTO Board and shall be included in the annual budget of the PTO. All committee chairpersons must, in good faith, ensure that the net of receipts and expenditures associated with their committee or project remain within the bounds of the budget set by the PTO Board. Any planned or unplanned expenditures or lack of receipts that cause the committee or project to exceed the allotted budget or fall short of the expected receipts must be communicated, without delay, to the PTO Board.

Section 3: Committee Records & Reporting

All committee chairs shall update their records at the conclusion of the event and provide said records to the PTO Board at that time and without delay.

Article IX: Dissolution

Upon the dissolution of the PTO, all remaining assets shall first be distributed to the Henry David Thoreau Elementary School, a non-profit entity within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any such assets not distributed to Henry David Thoreau Elementary School, should be distributed, at the discretion of the Madison Metropolitan School District, to other funds, foundations, or organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X: Amendment of Bylaws

These Bylaws can be amended at any General or Special Meeting by a majority vote (in accordance with Article II, Section 3: Voting) of the members in attendance, provided the amendment has been posted or distributed at least two (2) weeks in advance, A copy of the current Bylaws is to be kept on file and available at General Meetings, and upon reasonable request, to any member of the PTO between meetings.