

Ann Smith Elementary PTO
By-Laws

Article I. Name

The name of the corporation will be: Ann Smith Elementary PTO (Parent Teacher Organization).

Article II. Purpose

Section 1. This corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501 (c)(3) exempt organizations.

Section 2. The corporation will be operated exclusively for the purpose of supporting the education of children of Ann Smith Elementary by fostering relationships among the school, parents, and teachers. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, will be devoted to said purposes.

Article III. Members

Section 1. Any parent, guardian, or other adult standing *in loco parentis* for a student at the school may be a member and will have voting rights. The principal and any teacher employed at the school may be a member and have voting rights.

Section 2. Dues, if any, will be established by the Board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

Section 3. A member is not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

Article IV. Directors, Officers and elections

Section 1. Powers. All corporate powers will be exercised by or under the authority of the Board of Directors (the "Board"). Each director will be qualified to vote on any issue that may properly come before the Board and to hold any office to which he may be elected or appointed.

Section 2. Number and Composition of Board and Officers. The total number of directors shall be at least nine (9) and no more than seventeen (17). The directors will include the principal of Ann Smith Elementary School. The directors will also include an individual or two (2) individuals to fill each of the following offices: president, executive vice president, vice president of public relations, vice president of academic affairs, vice president of parental relations, vice president of fundraising, secretary and treasurer. Accordingly, the Board will be comprised of eight (8) to sixteen (16)

individuals filling those offices, and the principal. General duties of the Board are set out in Section 6 below. Specific duties of each office are as follows:

a. President. The president will preside over meetings of the organization and Board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an *ex-officio* member of all committees except the nominating committee, and coordinate the work of all the officers and committees in order that the purpose of the organization be served.

b. Executive Vice President. The executive vice president will assist the president and carry out the president's duties in his or her absence or inability to serve.

c. Vice President of Public Relations. The vice president of public relations will have primary responsibility for matters relating to public relations such as school spirit, publicity, yearbook, newsletter, grounds, marquee and website.

d. Vice President of Academic Affairs. The vice president of academic affairs will have primary responsibility for matters relating to academic affairs such as business partners, teacher appreciation, volunteer reading programs, accelerated reader, book fair, health and Super Titans.

e. Vice President of Parental Relations. The vice president of parental relations will have primary responsibility for matters relating to parental relations such as directory/membership, room mothers, kindergarten coordinator, first grade coordinator, second grade coordinator and volunteer coordinator.

f. Vice President of Fundraising. The vice president of fundraising will have primary responsibility for matters relating to fundraising activities approved by the Board.

g. Secretary. The secretary will keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also will keep a copy of the minutes book, by-laws, rules, membership roster and any other necessary supplies, and bring them to meetings.

h. Treasurer. The treasurer will receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Board. He or she will present a financial statement at every meeting and at other times of the year when requested by the Board, and make a full report at the end of the year.

Section 3. Nominations and elections. Elections will be held at the spring meeting of the school year. The nominating committee will select an individual candidate or two (2) individual co-candidates for each director/officer position and present the slate at the spring meeting. At that meeting, nominations may also be made from the floor. Voting will be by voice if a slate is presented. If there is a contest for any director/officer position, a ballot vote shall be taken as to that position.

Section 4. Eligibility. Members are eligible for a director/officer position if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 5. Terms of office. Directors/Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office. Each person elected will hold only one office at a time. The terms of office will coincide with the fiscal year.

Section 6. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting. If the next regular meeting is scheduled more than two months in the future, the president may name a successor to be approved by the Board.

Section 7. Duties. The duties of the Board will be to transact business between meetings in preparation for the general meetings, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 8. Meetings. Regular meetings will be held monthly, on the same day and at the same time each month, to be determined by the Board. Special meetings may be called by any two Board members with 24 hours notice.

Section 9. Quorum. Half the number of the Board members plus one constitutes a quorum.

Section 10. Compensation and Reimbursement. Directors and Officers will serve without compensation, but may be reimbursed for reasonable and necessary expenses incurred by them as Directors or Officers.

Section 11. The incorporator, Directors and Officers will have no liability for corporate acts, debts and obligations, which will be satisfied out of the funds and other property of the Corporation.

Section 12. The Corporation will indemnify, to the fullest extent permissible under Mississippi law, any Director or Officer made party to a legal proceeding because he or she is or was a Director or Officer.

Section 13. Removal from Office. Directors/Officers can be removed from office with or without cause by a two-thirds vote of members present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V. Meetings

Section 1. Regular meetings. Two regular meetings of the organization will be held during the year; one in August, preferably in conjunction with the fall open house, and one in April, preferably in

conjunction with the art show. The April meeting is the annual membership meeting required by law for receiving reports, including the president's and treasurer's reports on the activities and financial condition of the Corporation; electing Directors and Officers; and conducting other business matters that shall arise. The secretary will notify the members of the meetings in a flyer sent home with the students at least one week prior to the meeting.

Section 2. Special meetings. Special meetings may be called by the president, any two members of the Board, or five members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting by flyer sent home with students.

Section 3. Quorum. The quorum shall be ten (10) members of the organization.

Article VI. Committees

Section 1. Membership. Committees may consist of members and Board members, with the president acting as an *ex-officio* member of all committees.

Section 2. Standing committees. The following committees will be held by the organization: public relations, academic affairs, parental relations, fundraising, nominating and audit. The president and presiding Board member will appoint members of the committees. The nominating and audit committee members will be named by the president and approved by the Board.

Section 3. Additional committees. The Board may appoint additional committees as needed.

Article VII. Finances, Property of Corporation

Section 1. A tentative budget will be drafted in July and early August for each school year. The budget will be approved at the first meeting of the year by a majority vote of the membership present (assuming a quorum).

Section 2. The treasurer will keep accurate records of any disbursements, income, and bank account information.

Section 3. The Board will approve all expenses of the organization.

Section 4. Two authorized signatures will be required on each check. Authorized signers will be the president, executive vice president, treasurer, and principal.

Section 5. The treasurer will prepare a financial statement at the end of the fiscal year to be reviewed by the audit committee.

Section 6. No member, Director or Officer will have any right, title or interest in or to any funds or other property of the Corporation.

Section 7. The Corporation will not lend money to or guarantee the obligation of a Director/Officer.

Section 8. Upon the dissolution of the organization, any remaining funds or property will be distributed in accordance with the Articles of Incorporation.

Section 9. The fiscal year will run from July 1 through June 30.

Article VIII. Record-keeping

The Corporation will keep all records required by Mississippi Code Section 79-11-283 and all other applicable laws.

Article IX. Parliamentary authority

"Robert's Rules of Order" will govern meetings when they are not in conflict with the organization's by-laws.

Article X. Standing rules

Standing rules may be approved by the Board. The secretary will keep a record of the standing rules for future reference.

Article XI. Dissolution

The organization may be dissolved with previous notice (14 calendar days) by approval of the Board, and approval by a two-thirds vote of those present at a meeting (assuming a quorum).

Article XII. Amendments

These by-laws may be amended at any regular or special meeting, provided that notice of the proposed amendment was given in writing at least 10 days before the meeting. Notice should be provided by the secretary via flyer sent home with students. Amendments will be approved by a two-thirds vote of those present at the meeting (assuming a quorum).