

Windermere Elementary School PTO Bylaws

Adopted by the membership on 2019-05-14.

Article 1. Identity

Section 1.1. Name

This organization is known as Windermere Elementary School PTO, Inc. It may be referred to as WESPTO in its bylaws and other documents.

Section 1.2. Purpose

WESPTO exists to support and further the education and well-being of Windermere Elementary School students in cooperation with the school and its students' families. It is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code.

Article 2. Membership

Section 2.1. Membership Classes

Memberships are held by a single individual. There are no family or group memberships. There are two classes of membership, class P and class T. These memberships differ in eligibility and dues but are otherwise identical.

Section 2.2. Eligibility

2.2.1 Class P Memberships

Class P memberships are open to parents, guardians, or other adults standing in loco parentis for a student currently attending Windermere Elementary School.

2.2.2 Class T Memberships

Class T memberships are open to teachers, administrators, and other full-time staff currently employed at Windermere Elementary School.

Section 2.3. Annual Dues

Annual membership dues are set by the executive board in the *Windermere Elementary School PTO Standing Rules*. Dues may differ for class P and class T memberships. Dues are not intended to be a primary fundraising instrument.

Section 2.4. Good Standing

A member is considered in good standing once the treasurer has processed their dues payment and the secretary has recorded their name in the membership roll. It shall require no more than 7 full calendar days after dues payment to update the membership roll for new members.

Members remain in good standing for the entirety of the current fiscal year and until the conclusion of the first executive board meeting of the next fiscal year.

Section 2.5. Voting

Each member in good standing receives a single vote. Voice votes are acceptable but any member may request a ballot vote.

2.5.1. Quorums

A quorum of 7 members is required for all membership votes. This permits a complete executive board to make a quorum should no other members attend a general meeting.

2.5.2. Simple Majority Votes

Unless otherwise specified in these bylaws membership votes are carried by a simple majority of members in attendance.

2.5.3. Supermajority Votes

Certain votes must be carried by a two-thirds supermajority of members in attendance.

- Voting to amend these *Windermere Elementary School PTO Bylaws* requires a two-thirds supermajority.
- Voting to amend the *Windermere Elementary School PTO Conflict of Interest Policy* requires a two-thirds supermajority.

2.5.4. Proxies

Voting by written proxy is permitted. Proxies must first be authenticated by the secretary.

Article 3. Executive Board

Section 3.1. Officers

There are 7 officers who together constitute the executive board.

3.1.1. President

The president presides over meetings of the membership and the executive board. The president is an ex officio member of all committees except the nominating and audit committees.

3.1.2. Vice President

The vice president assists the president and carries out the president's duties when the president is unavailable. The vice president is an ex officio member of all committees except the nominating and audit committees.

3.1.3. Membership Director

The membership director is responsible for keeping the membership roll and authenticating member votes and proxies. The membership director develops and manages initiatives to increase membership and participation.

3.1.4. Improvements Director

The improvements director oversees and coordinates efforts to provide and maintain capital improvements to Windermere Elementary School.

3.1.5. Principal Liaison

The principal liaison is the primary contact for Windermere Elementary School's principal. The principal liaison facilitates communication between officers, committee chairs, and Windermere Elementary School administration.

3.1.6. Secretary

The secretary keeps WESPTO's documents and records and handles correspondence. The secretary informs members of general meetings, prepares meeting agendas, and records minutes. The secretary also serves notice as necessary.

3.1.7. Treasurer

The treasurer receives all funds and disburses them at the direction of the executive board. The treasurer is responsible for all financial records, provides financial reports at meetings, and assists with budgeting and the audit.

Section 3.2. Eligibility

Members are eligible for office if they are in good standing on the membership roll.

Section 3.3. Elections

The nominating committee selects a candidate for each office and presents its slate at the annual meeting. Nominations may also be made from the floor. A standard membership ballot vote is held for each office with two or more candidates.

Section 3.4. Terms of Office

Officers are elected for one fiscal year. No officer shall serve more than two consecutive terms in the same office.

Section 3.5. Vacancies

If the office of president is vacant the vice president shall immediately become the president. Any other vacancies are filled by a quorum of the remaining executive board at the next executive board meeting. If the remaining executive board cannot form a quorum the membership may vote to fill empty offices.

Section 3.6. Duties

The executive board creates standing rules and policies, creates and manages committees, prepares the budget for approval by the membership, engages in budgeted financial transactions, and transacts other WESPTO business as necessary and appropriate.

Section 3.7. Voting

Each officer receives a single vote. All voting is by voice vote. Votes are carried by a simple majority of officers in attendance.

3.7.1. Quorums

A quorum of 3 officers is required for all executive board votes with the exception of votes on budget amendment. A quorum of 5 officers is required for a budget amendment vote.

3.7.2. Proxies

Proxies are not permitted in executive board votes.

Article 4. Meetings

Section 4.1. Regular General Meetings

Regular general meetings of the membership are scheduled by the executive board at least 28 days in advance. There shall be a minimum of two regular general meetings during the school year.

4.1.1. Budget Meeting

The first regular general meeting of the fiscal year is the budget meeting. At this meeting the executive board presents a budget to the membership for approval. Until the budget meeting the executive board may act according to the proposed budget.

4.1.2. Annual Meeting

The final regular general meeting of the fiscal year is the annual meeting. At this meeting the membership votes on officers for the next fiscal year.

Section 4.2. Special General Meetings

Special general meetings may be called by the executive board as necessary with a minimum of 7 calendar days notice. The executive board must call a special general meeting upon receiving a written request from 10 current members. Notice of a special general meeting must include an agenda.

Section 4.3. Executive Board Meetings

The executive board shall hold regularly scheduled meetings throughout the school year. Each executive board meeting shall be scheduled at least 14 days in advance. The executive board may also call special executive board meetings with a minimum of 7 calendar days notice.

Committee chairs and the Windermere Elementary School principal may attend any executive board meeting as non-voting participants. Other members may ask the secretary for permission to attend an executive board meeting.

4.3.1. March Executive Board Meeting

At the first executive board meeting on or after March 1 the nominating committee must be appointed.

4.3.2. April Executive Board Meeting

At the first executive board meeting on or after April 1 the audit committee must be appointed.

Article 5. Committees

Section 5.1. Membership

Committees are constituted by the executive board. Each committee is chaired by a single member in good standing. The president and vice president are ex officio members of all committees except the nominating committee and audit committee.

Section 5.2. Standing Committees

Standing committees administer WESPTO's programs and are enumerated and more fully described in the *Windermere Elementary School PTO Standing Rules*. Standing committee chairs are appointed by the executive board. They may participate in executive board meetings but do not vote. Each standing committee chair appoints additional personnel as necessary to administer their committee's programs and functions.

Section 5.3. Nominating Committee

The nominating committee is appointed by the executive board at their first meeting on or after March 1. It has 3 members and elects its own chair. The president and vice president do not have ex officio positions on this committee and shall not be appointed to serve on it.

The nominating committee nominates one person for each executive board office for the next fiscal year. They must complete their work prior to the annual meeting where this slate of candidates is presented to the membership for voting.

The nominating committee also secures commitments for standing committee chairs for the next fiscal year. These positions are not voted upon by the membership and the incoming executive board is not bound by the recommendations.

Section 5.4. Audit Committee

The audit committee is appointed by the executive board at their first meeting on or after April 1. The audit committee has 3 members and elects its own chair. The president and vice president do not have ex officio positions on this committee but may be appointed to serve on it. The treasurer shall not be appointed to serve on this committee.

The audit committee reviews the treasurer's audit and works with the current treasurer to resolve any issues. The audit committee must approve the audit before the next fiscal year's treasurer can begin their duties. Audit committee members are considered members in good standing until they complete their work even if that work continues into the next fiscal year.

Section 5.5. Special Committees

The executive board may create and disband other committees as necessary to discharge specific limited duties.

Article 6. Finances

Section 6.1. Financial Accounts

6.1.1. Bank Accounts

WESPTO checking and savings accounts shall have the president, vice president, and treasurer as authorized signers. The treasurer will make deposits and keep the check register. Two signatures are required on every check.

6.1.2. Credit Cards

One or more officers may hold WESPTO credit cards. Credit cards may only be used as specified in the standing rules. Credit card transactions always require authorization from two officers.

6.1.3. Electronic Accounts

Electronic banking credentials are held by the treasurer. This includes electronic access to checking and savings accounts as well as credentials for services like PayPal and Square.

Section 6.2. Budgeting

Each fiscal year the executive board must prepare a budget for approval by the membership at the budget meeting.

6.2.1. Operating Before the Budget Meeting

Until the budget meeting the executive board may spend funds as if the proposed budget was approved. Elective expenses that could be delayed until after the budget meeting should be avoided.

6.2.2. Operating Without a Budget

If the proposed budget is not approved by the membership at the budget meeting WESPTO must cease to spend any money except as specifically approved by the membership until such time as a budget is approved.

6.2.3. Exceeding the Budget

If WESPTO exceeds non-offset budgeted expenses in any single line item by \$500 or more or the treasurer projects that such an overrun will occur the executive board must amend the budget to reflect actual performance.

6.2.4. Amending the Budget

The executive board can amend an approved budget with a simple majority of a quorum of 5 officers at any executive board meeting which has the budget amendment on the agenda. The membership does not have to approve such an amendment but must be notified and provided with an amended budget.

If the executive board is unable to amend the budget the membership may amend the budget with a simple majority vote at any general meeting with has the budget amendment on the agenda.

Section 6.3 Reporting

The treasurer will provide a financial report at every regular general meeting, every regular executive board meeting, and otherwise upon request by the executive board. The treasurer will also provide audit material to the audit committee at the end of each fiscal year.

Section 6.4 Sales Tax

WESPTO is exempt from sales tax and should make every effort to avoid paying it. It is permissible to reimburse sales tax paid by members and volunteers engaging in budgeted transactions on behalf of WESPTO when this facilitates smooth operation.

Article 7. Policies and Procedures

Section 7.1. Conflict of Interest

WESPTO has a conflict of interest policy that closely adheres to the IRS sample conflict of interest policy in Form 1023, Appendix A. The *Windermere Elementary School PTO Conflict of Interest Policy* should be regarded as incorporated into these bylaws and follows the same rules for amendment, requiring ratification by a two-thirds supermajority at a general meeting.

Section 7.2. Notice

When notice must be provided to the membership it is sufficient to contact members who have provided contact information through email and make an announcement on the WESPTO website. Optionally notice may also be posted at Windermere Elementary School or sent home in flyers with students. Unless otherwise specified in these bylaws notice must be made 7 calendar days before the noticed event.

Section 7.3. Standing Rules

Standing rules supplement these bylaws and provide additional guidance on the behavior of WESPTO. The secretary shall keep a record of the *Windermere Elementary School PTO Standing Rules*. Standing rules are approved by a quorum of the executive board and may be amended at any executive board meeting.

Section 7.4. Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern general meetings as necessary when they are not in conflict with these bylaws or the standing rules. Note the special rules provided for small boards.

Article 8. Anti-Discrimination

WESPTO is committed to diversity and equal opportunity. WESPTO does not discriminate in its policies and procedures on the basis of race, color, ethnicity, national origin or citizenship, religion, sex, sexual orientation, gender identity and expression, age, familial or marital status, veteran status, political affiliation, physical or medical condition, or any other characteristic. This policy governs access to all WESPTO programs and applies to WESPTO membership, officers, volunteers, and contractors.

Article 9. Amendments and Dissolution

Section 9.1. Amendments

These bylaws may be amended at a general meeting with at least 21 calendar days notice. Proposed amendments must be included in the notice. If there is a quorum a two-thirds supermajority of members in attendance must vote to adopt amendments.

Section 9.2. Dissolution

WESPTO may be dissolved at a general meeting with at least 21 calendar days notice. If a quorum is present a two-thirds majority of members in attendance must vote for dissolution. If WESPTO is dissolved any remaining funds must be disbursed to another 501(3)(c) organization approved by Windermere Elementary School's principal.