

# **BY-LAWS of the**

## **Nature Ridge School PTO**

### **Article I. Name and Purpose**

#### **Section 1 Name**

The name of the organization shall be the NATURE RIDGE SCHOOL PTO (hereinafter the “Organization”).

#### **Section 2 Purpose**

The purpose of the Organization shall be to:

- a) promote communication between teachers, parents and community;
- b) encourage a positive, supportive atmosphere to enhance students’ educational and extracurricular experiences;
- c) coordinate parent volunteers;
- d) organize fundraisers;

### **Article II. Basic Policies**

#### **Section 1 Policy**

- a) This Organization is organized and shall be operated exclusively for the educational and charitable purposes described above.
- b) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Organization 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 above.
- c) The Organization shall not carry on any propaganda, or otherwise attempt, to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- d) The Organization will seek neither to direct the administrative activities of the school nor to control its policies, and will adhere to Board policies and procedures.
- e) The Organization’s funds will not be used for any items, programs or events that do not directly benefit the students at NATURE RIDGE ELEMENTARY SCHOOL.

### **Article III. Membership**

#### **Section 1 General**

- a) Membership shall be composed of parents/guardians of students attending NATURE RIDGE ELEMENTARY SCHOOL, and the teaching staff and administration of NATURE RIDGE ELEMENTARY SCHOOL so long as they subscribe to the Purpose and Basic Policy of the Organization.
- b) Membership shall be made available to any individual without regard to race, color, sex, creed or national origin.
- c) Members in good standing shall be eligible to attend General Meetings, participate in election of officers, to serve in any of its elective offices, appointive positions, or Committees.

#### **Section 2 Voting**

- a) Voting by general members shall be restricted to the annual election Officers of the Executive Board and changes to the Organization’s Bylaws.

### **Section 3 Dues**

- a) Dues for members shall be established by the Executive Board.

### **Section 4 Termination of Membership**

- a) Any member of the Organization may be removed for cause by a Majority Vote of the Executive Board.
- b) Removal may be recommended by any member of the Organization.
- c) A member at risk shall be given an opportunity to present his/her point of view.
- d) Membership may be suspended or terminated if the member defaults in the payment of dues.

## **Article IV. Executive Board (Officers) and Elections**

### **Section 1 The Executive Board**

- a) Offices of Executive Board shall consist of two Co-Presidents, two Co-Vice Presidents, two Co Secretaries, and two Co-Treasurers.
- b) Only members of the Organization shall be eligible to serve as an Officer.
- c) No member shall hold more than one executive board position at a time.

### **Section 2 Election of Officers**

- a) All available positions will be announced to the members electronically or at a General Meeting each year.
- b) Elections will be held at the general meeting in May of each year.
- c) Votes must be cast by members attending the meeting. Proxy votes will not be accepted.
- d) A nomination during the meeting may be made from the floor and added to the ballot.
- e) Voting shall be done by a show of hands. A secret ballot shall be taken if requested by at least one member.
- f) The person receiving the Majority Vote cast for each position will become the next year's officer in that position.
- g) In the case of a tie, the Executive Board will cast the deciding vote via secret ballot. If the vote of the Executive Board results in a tie, the most tenured Co-President shall cast the deciding vote.

### **Section 3 Term**

- a) Executive Board members will be elected for one-two year term.
- b) A Term can be extended for one year if the Office is not filled at the annual election. No additional votes are needed for an extended term.
- c) Officers shall assume their official duties at the June transition meeting.

### **Section 4 Board Vacancies**

- a) Executive Board vacancies, including resignations that are not filled at the annual election of officers, shall be filled as soon as possible by appointment by the remaining members of the Executive Board.
- b) If a vacancy occurs in the office of Co-President, the most tenured Co-Vice President shall become a Co President for the unexpired term. The vacancy in the Co-Vice President office shall be filled as soon as possible by appointment by the remaining members of the Executive Board.

### **Section 5 Removal from Office**

- a) Any member of the Organization may be removed for cause by a Majority Vote of the Executive Board at any regularly constituted meeting.
- b) Any officer may be removed from office for cause by a majority vote of the remaining members of the Executive Board by a 2/3 vote.

### **Section 6 Resignation of Officer**

Any Executive Board member may resign by filing a written resignation with the Secretary; however, such

resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

### **Section 7 Executive Job Descriptions:**

- a) Co-Presidents
  - i) The Co-Presidents shall preside at all meetings of the Executive Board, and all Organization General and Special Meetings.
  - ii) The Co-Presidents shall coordinate the work of the officers and the committees to facilitate educational and extra-curricular activities.
  - iii) The Co-Presidents shall cooperate with the Principal and maintain a supportive relationship between the school and the Organization.
  - iv) The Co-Presidents shall perform all duties customarily incident to the office of President.
- b) Co-Vice-Presidents
  - i) The Co-Vice-Presidents will act as an aide to the (Co-) President(s), upon request, and assume the duties of the (Co-) President(s) during his/her absence.
  - ii) The Co-Vice-Presidents shall preside at all meetings of the Executive Board, and all Organization General and Special Meetings in the absence of or request of the President.
  - iii) The Co-Vice-Presidents shall perform all duties customarily incident to the office of President.
  - iv) The Co-Vice-President shall maintain and organize the volunteer lists, committee sign-up sheets, and be responsible for soliciting and staffing committees and events.
- c) Co-Secretaries
  - i) The Co-Secretaries shall keep minutes of the meetings of the Executive Board in one or more books maintained for that purpose.
  - ii) The Co-Secretaries shall see that all notices are duly given in accordance with applicable law, and these bylaws.
  - iii) The Co-Secretaries shall be custodian of the Organization's records.
  - iv) The Co-Secretaries shall keep a record of the mailing address of each Officer of the Organization.
  - v) The Co-Secretaries shall perform all duties customarily incident to the office of secretary.
  - vi) The Co-Secretaries shall be responsible for working with school staff to create, maintain and distribute a newsletter at least four times a school year.
- d) Co-Treasurers
  - i) The Co-Treasurers shall be the principal accounting and financial officer of the Organization and shall have charge of and be responsible for the maintenance of adequate books of account for the Organization.
  - ii) The Co-Treasurers shall supervise custody of all funds of the Organization, and be responsible therefore, and for the receipt and disbursement thereof.
  - iii) The Co-Treasurers shall deposit all funds of the Organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws.
  - iv) The Co-Treasurers shall perform all of the duties customarily incident to the office of treasurer.
  - v) The Co-Treasurers shall be responsible for filing yearly taxes and completing audits.
  - vi) The Co-Treasurers shall be responsible for presenting the budget status at monthly board meetings to all members present.

### **Section 8 Teacher Liaison**

- a) One member of the teaching staff may be appointed as Teacher Liaison by the Executive Board and the Principal.
- b) This position shall be appointed for a one year term and coincide with the Organization's fiscal year.
- c) The member can serve consecutive terms.

## **Article V. Meetings**

### **Section 1 Quorum**

- a) Attendance of four (4) Officers shall constitute a quorum for the transaction of business for any Executive Board Meeting, General Meeting, or Special Meeting.

### **Section 2 Executive Board Meetings**

- a) All business meetings shall be limited to the Executive Board, Principal, Teacher Liaison, and special guests requested by the Executive Board.
- b) Voting shall be limited to Executive Board officers.
- c) An affirmative vote by a Majority of the quorum shall be necessary to enact a resolution.

### **Section 3 General Meetings**

- a) General Meetings of the organization shall be held three times a year. b) All members are encouraged to attend the General Organization Meetings and contribute ideas and debate issues.
- c) Adequate notice of all General Meetings shall be announced to all members of the Executive Board and the Organization, and in the absence of an emergency, at least three (3) days in advance. All members of the Executive Board will be contacted by phone or e-mail.

### **Section 4 Special Meetings**

- a) Special meetings may be called by the president or by a Majority of the Executive Board, but are reserved for the transaction of only such business as stated in the call for the special meeting. b) Notice shall be given to all Officers at least twenty-four (24) hours before a special meeting shall be held.

## **Article VI. Advisory Boards and Committees**

### **Section 1 Establishment**

The Executive Board may establish one or more Advisory Boards or Committees.

### **Section 2 Size, Duration, and Responsibilities**

The size, duration, and responsibilities of such boards and committees shall be established by the Executive Board.

## **Article VII. Contracts and Finance**

### **Section 1 Contracts**

The Executive Board may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

### **Section 2 Expenditures**

- a) The Executive Board must approve any unbudgeted expense over \$500.
- b) All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Board, such instruments shall be signed by any two authorized signature holders.

### **Section 3 Deposits**

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such

banks, trust companies, or other depositories as the Executive Board may select.

#### ***Section 4 Gifts***

The Executive Board may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

#### ***Section 5 Books and Records***

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Board. The Organization will file appropriate tax forms annually.

#### ***Section 6 Fiscal Year***

The fiscal year of the Organization shall be the twelve-month period beginning July 1st and ending June 30th.

#### ***Section 7 Maintenance/Protection of Finances***

The Organization agrees to maintain and protect its finances by arranging regular audits and obtaining a bond annually.

### **Article VIII. Parliamentary Authority**

The rules contained in the current edition of the Standard Code of Parliamentary Procedure, by Alice Sturgis shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

### **Article IX. Standing Rules**

The Executive Board may adopt standing rules to supplement the bylaws. Standing Rules, unlike bylaws, shall interpret and add necessary details as long as rules and bylaws are not in conflict. Standing rules may be suspended or changed at any time without prior notice and only require a Majority Vote of Officers present at the meeting. Standing rules shall be made available to members upon request to the Secretary.

### **Article X. Waiver of Notice**

Whenever any notice is required to be given under applicable law, or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Article XI. Indemnification**

#### ***Section 1 Direct Indemnification***

The Organization shall indemnify any and all of its officers, committee members and employees for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the Organization or serving in certain other capacities at the request of the Organization.

#### ***Section 2 Insurance***

The Organization shall purchase and maintain insurance on behalf of any and all officers, committee members, employees, agents or other authorized representatives of the Organization against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Organization would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

## **Article XII. Dissolution**

In the event of the dissolution of the Organization, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the remaining assets of the Organization (except any assets held by the Organization upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Organization in such manner.

## **Article XIII. Amendments**

These Bylaws may be amended by a two-thirds vote of those members present at the meeting at which the vote is taken, provided that the proposed amendment has been presented in writing to the Membership at a General Meeting prior to the meeting at which the vote is to be taken.

The above bylaws have been approved by all Nature Ridge School PTO Officers and in a general public meeting on May 11, 2021.