



**BY-LAWS  
OF THE  
LOCKELAND PARENT TEACHER ORGANIZATION, INC.**

**ARTICLE I  
NAME**

The name of this organization is the Lockeland Parent Teacher Organization, Inc. (hereinafter “PTO” or “Organization”).

**ARTICLE II  
PURPOSES AND OBJECTIVES AND GOALS**

**Section 1.** The two primary purposes of the Organization are (1) to promote the educational and recreational needs of the children attending Lockeland Design Center School (“School”), and (2) to encourage home, family, and community participation in the lives of the students, faculty and staff of the School.

The objectives to be served by these two purposes include but are not limited to:

- a) Promoting the cultural, social, emotional and physical development of the students;
- b) Enhancing and assisting in the funding of the educational opportunities for the students;
- c) Working toward a closer relationship between the home, the school, and the community, so that parents, guardians, teachers, administrators, and local businesses can work cooperatively in support of the education of the students;
- d) Developing a channel of communication between the home and school by providing consistent written notifications and publications, including newsletters and flyers; and
- e) Encouraging maximum participation of the school and parent populations in decision-making and fund expenditures.

**Section 2.** The Organization will encourage volunteer activities including the donation of time and services. The Organization will receive, invest and maintain a fund of money to use, apply, expend, disburse or donate exclusively for educational and community purposes relating to the school and its students, faculty, and staff.

**Section 3.** The Organization is organized exclusively for charitable, educational, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)



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**Section 4.** The purposes of this Organization are promoted through educational programs directed toward students, teachers, parents, and the general public; are developed through conferences, committees, projects, and programs; and are governed and qualified by the Basic Policies set forth in Article III.

**Section 5.** The fiscal year of the Organization shall begin on July 1 and end on the following June 30.

**Section 6.** Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**Section 7.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the School, or, should the School no longer be in existence, the federal government, or to a state or local government, for a public purpose. 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 III BASIC POLICIES**

The following are Basic Policies of this Organization:

- a) The Organization shall be noncommercial, non-sectarian, and nonpartisan.
- b) The name of the Organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Organization.
- c) The Organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. The Organization shall not devote more than an insubstantial part of its activities towards attempting to influence legislation by propaganda or otherwise.
- d) The Organization shall work with the school to provide quality education for all children and youth and shall seek to participate in the decision making process establishing school policy; however, the Organization recognizes that the legal responsibility to make decisions has been delegated by the people to the Board of Education.



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- e) No part of the Organization's net earnings will inure to the benefit of private shareholders or individuals.
- f) This Organization will undertake no lobbying activities which will affect its tax-free status under IRS Regulation 501(c) (3).
- g) This Organization will keep permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Organization, including the dues, if any, collected from its members. Such books shall at all reasonable times be open to inspection by any member of the Organization.

## ARTICLE IV MEMBERSHIP AND DUES

**Section 1.** Membership in this Organization shall be made available to any individual who is a parent, step-parent, legal guardian, grandparent, aunt, uncle, adult sibling or other relative by blood or by marriage of a student at the School, or the domestic partner of a parent, step-parent or legal guardian of a student at the School. Membership shall also be available to an adult "big brother," "big sister," mentor, guardian ad litem or Child Advocate who has a direct and significant relationship with a specific student at the School. Additionally, membership shall be available to the principal, administration, faculty, and all staff members of the School. Membership in this PTO shall be made available without regard to race, color, creed, or national origin.

**Section 2.** Each member of the Organization may pay such annual dues as are fixed by the Organization. The Organization may elect not to fix any dues.

**Section 3.** The amount of the annual dues, if any, shall be recommended by the Board of Directors and submitted to the Organization for approval at the final meeting of the school year.

**Section 4.** No person, who otherwise qualifies for membership pursuant to Section 1 of this Article, shall be denied the right to participate in the activities of the Organization due to financial hardship. The Board of Directors shall establish a procedure for alternative payments or waiver of dues to insure compliance with this policy.

**Section 5.** Any person who is eligible to be a member, pursuant to Section 1 of this Article, and who has paid their dues (if dues were set and required) or had such dues waived, and who then attends any meeting of the Organization, shall be considered a member for purposes of that meeting, and of all subsequent meetings during that school year. The Board of Directors may maintain a roster or other record of the members of the Organization, however it is not a requirement of membership that any eligible person be formally listed on such a roster. However, the Board of Directors may require that any and all members of the Organization ("General Membership") who wish to exercise their right to vote at a General Membership



meeting must register in writing, and must provide--at a minimum--their full legal name, the name of their student, and one form of contact information, whether mailing address, telephone number, e-mail address or the like.

Section 6. All members identified in Sections 1-5 of this Article shall have voting rights in the General Membership meetings.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of the Officers of the Organization, who are identified in Articles VI and VII of these by-laws, and the Principal of the School. The business and affairs of the PTO shall be managed under the direction of the Board of Directors.

**Section 2.** The Board of Directors shall seek to achieve the goals, serve the purposes and attain the objectives set forth in Article II of these by-laws. The Board of Directors shall abide by the policies set forth throughout these by-laws, including but not limited to the policies set forth in Article III.

**Section 3.** Positions, Tenure, and Qualifications: Officer members of the Board of Directors must be members of the Organization, who have met the requirements for membership set-forth in Article IV, Section 1, and, in the case of President, President-Elect and Vice President-Membership who have also met the requirements of Article VI, Section 3(b). Any Officer position may be shared by two people if the two people are elected as a position-shared team by the membership, so long as both are each individually eligible to serve; in such a case, the shared position shall only possess one collective vote on the Board of Directors, and if the parties are unable to agree on this vote, then the vote will be forfeited.

- a) The PTO Officers for the subsequent fiscal year shall be elected at the general PTO meeting conducted in May of each year.
- b) The term of office shall be for one year with the following provision: Officers shall assume the duties of their respective offices in an “elect” capacity upon election. The purpose of the “elect” capacity is to provide training and transition time for the new Officers to learn the specific duties and tasks of their offices and to begin the planning process for the subsequent fiscal year with the assistance of the outgoing Officers. Those serving in the “elect” capacity will not have the responsibility or authorization to perform the actual duties of the offices until their terms begin at the change in the fiscal year. Likewise, outgoing Officers must fulfill their responsibilities until their terms end at the change in the fiscal year.



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- c) No Officer may serve more than two (2) successive terms in the same office, unless no candidate has accepted nomination for that office by the May general PTO meeting.
- d) The Officers from prior years shall be reasonably available to assist the newly elected Officers from one year to the next, and may participate in the new Board of Directors meetings in a nonvoting capacity.

**Section 4.** Meetings of the Board of Directors shall be conducted on a monthly basis during the school term. Additional meetings may be necessary to conduct business of the PTO. Every effort shall be expended in scheduling the Board of Directors meetings to ensure the highest attendance possible.

**Section 5.** Quorum and Conduct of Meetings of the Board of Directors : A majority of the current Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Provided there is a quorum, all issues coming before the Board of Directors for a vote may be decided by a simple majority vote. The Board of Directors members shall expend every reasonable effort to ensure maximum attendance. The members of the Board of Directors may, at their election, participate in any meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Furthermore, any action that may be taken at a meeting of the Board of Directors may be taken without a meeting by the consent of the Board of Directors members whose approval would be necessary to authorize such action at a meeting of the Board of Directors. Such consent shall be in writing and may be given by e-mail; provided that it is approved by the number of Board of Directors members whose approval would be necessary to authorize such action at a meeting of the Board of Directors.

**Section 6.** Removal or Resignation: By the unanimous vote of the remaining Officers, any individual Officer or Chairperson may be removed from office for failure to properly fulfill the responsibilities of office. An individual Officer may resign at anytime by giving thirty (30) days written notice to another Officer. If a vacancy occurs during this year, the vacancy shall be filled in accordance with Article VI, Section 4.

**ARTICLE VI  
OFFICERS AND THEIR ELECTION**

**Section 1.** Each Officer of this PTO shall be a member of the Organization. The specific Officers who are subject to election by the General Membership shall be President-Elect, Vice President-Membership, Vice President-Grade Representative, Vice President-Fundraising, Vice President-Faculty, Vice President-Communications, Secretary, Treasurer, and Assistant Treasurer. The position of President shall be filled by the prior years President-Elect, unless the President-Elect is unable to fill the position, in which case the position of President shall be filled by election by the General Membership. The position of Past-President shall be filled by the person who preceded



the present President, and this position shall not be filled by election. The duties and responsibilities of these Officers are set-forth in Article VII, below.

**Section 2.** Nominations:

- a) Nominating Committee will be created as set forth in (b) below, either at the beginning of the fiscal year or when needed thereafter, to identify potential candidates, verify interest and qualifications, and create a slate of Nominees for all Board of Directors positions, selecting one nominee from among multiple candidates for an office if so requested by that year's Board of Directors. The Nominating Committee will also facilitate the selection process (e.g., election) for the teacher representatives and will verify the qualifications of the persons identified as potential candidates by the teachers.
- b) The Nominating Committee will be made up of three people: (1) a past President, who shall chair the nominating committee, or if no past President is available and willing, then one member of the current Board of Directors, other than the Principal; this position shall be chosen by a majority vote of the Board of Directors (2) a kindergarten/first grade teacher chosen by majority vote of the Board of Directors, and (3) one choice of the current President chosen from PTO members in good standing who are not currently Board of Directors members.
- c) The Nominating Committee shall exercise discretion and good judgment in recruiting and selecting nominees for the Board of Directors, selecting from members of the Organization who meet the requirements for service as Officers, as defined in Article V, Section 3, and are willing and able to fulfill the obligations of the Office as described in Article VII, and respecting the confidentiality of all involved to the extent possible. The Nominating Committee will seek to recruit and nominate members who (1) possess a strong and real connection to the School, and to a specific student or students at the school, (2) have displayed their commitment to the school through past volunteering or other involvement in the affairs of the school and/or the PTO, (3) have personal qualities that make them specifically suited for the Officer position for which they are nominated. The Nominating Committee will strive to nominate a diverse panel of candidates whose students attend a variety of grade levels.
- d) The Nominating Committee will present the slate to the Board of Directors no later than the April Board of Directors Meeting. The General Membership is to be notified of the slate immediately thereafter in writing via widely disseminated newsletter or other special notice. To extent permitted by the school, the proposed slate shall also be displayed at the school. Following notification of the Nominating Committee's proposed



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slate, the General Membership may submit additional nominations. Such additional nominations may be submitted directly to any member of the Nominating Committee, or to the present President or present Secretary.

- e) When General Membership is notified of the proposed slate of candidates, the notice shall also provide members proper information so that they may make additional nominations. Nominations may be received for a period of no less than two-weeks following the publication of the Nominating Committee slate. The Nominating Committee will verify that any other nominees submitted meet the requirements for service as defined in Article V, Section 3 and are willing and able to fulfill the obligations of the Office as described in Article VII. The following offices shall be subject to nominations at this time: President-Elect, Vice President-Membership, Vice President-Grade-Representative, Vice President-Fundraising, Secretary, Treasurer, and Assistant Treasurer.
- e) If the President-Elect is willing to serve as President then, absent their removal from Office pursuant to Article V, Section 6, they will automatically become the President, and no election for such office will be required. However, if the current year's President-Elect is not willing, or is otherwise unable to serve as President the next year, the office of President shall also be subject to nominations. If the Nominating Committee must seek a nominee for the office of President, then such nominee should be sought first from members who have served on the Board of Directors as an Officer. Only if there is no available and willing nominee with prior experience on the Board of Directors, may the Nominating Committee nominate a person without any prior experience as an Officer of the Organization.
- f) The position of Past President shall be filled by the predecessor to the current President. The Past President, having previously been elected as President, will not stand for election.
- g) The position of Vice President-Faculty shall be a teacher at the School appointed by the Principal of the School. This position shall not be subject to election by the General Membership.

### **Section 3. Officers and their Election:**

- a) The Officers of this Organization shall consist of a President, President-Elect, a Vice President-Membership, a Vice-President-Grade Representative, a Vice President-Fundraising, a Vice President-Faculty, a Secretary, a Treasurer, an Assistant Treasurer and a Past President, and beginning with the 2014-2015 school year a Vice-President Communication.



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- b) The President, President-Elect, and Vice President-Membership shall all be parents, or legal guardians of a specific student at the school, OR they shall be a member of the Organization who has served at least one-term on the Board of Directors in another Officer position.
- c) The Treasurer shall have served a prior term on the Board of Directors in another Officer position, OR the Treasurer shall have served as a Treasurer or Assistant Treasurer in another PTO/PTA organization or another non-profit organization, OR the Treasurer shall have significant experience as an accountant, bookkeeper, or in a similar professional position.
- d) Officers shall be elected by simple majority vote of a quorum of members present in a regular or special meeting held no later than May 15 of each calendar year. A single voice vote shall serve to simultaneously elect all officers to positions for which there is only one (1) nominee. In cases where more than one (1) nominee for any office is received, the vote shall be by written ballot. Ballots shall be counted by two (2) members of the Organization who do not have positions on the outgoing or nominated Board or on the Nominating Committee.
- e) New Officers shall commence their one-year term of office on the first day of July; and their term shall end on the last day of June.

**Section 4.** Any vacancy in office because of death, resignation, removal, or inability to serve shall be filled by a majority vote of the Board of Directors for the unexpired portion of the term. However, should a vacancy occur in the office of the President, the President-Elect shall immediately assume the office. If at that time, the President-Elect is unable to assume the office of President, then the Vice-President-Membership shall assume the office.

**Section 5.** More than six months shall be considered a full term.

## ARTICLE VII DUTIES OF OFFICERS

Section 1. The President shall be the Chief Executive Officer of the Organization. Subject to the powers vested in the Board of Directors, the President shall have general charge and supervision of the business and affairs of the Organization and shall perform the duties usually incident to the office of president of a not-for-profit corporation organized under the laws of the state of Tennessee.

The President shall:



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- a) Be the official liaison and spokesperson between the Organization and any other body including district and school officials; and the President shall have the right to delegate this authority when warranted;
- b) Preside at all meetings of the Organization and the Board of Directors;
- c) Coordinate the work of the Officers;
- d) Coordinate the work of the Committees of the Organization; However, the President may not be a chairperson of any committee.
- e) Appoint special committees;
- f) Be responsible for updating and maintaining the permanent file;
- g) Communicate with the membership of the Organization, to keep them apprised of all developments, and future plans;
- h) Maintain an internet list-serve or similar mass communication forum;
- i) Initiate strategic planning every three years;
- j) Establish a calendar of events and activities with the Principal for submission, consideration, and approval of the Board of Directors;
- k) Act as a liaison with and between students, parents, teachers and the administration;
- l) Perform all other duties usually pertaining to the office,
- m) Delegate any of the position's powers and responsibilities to the President-Elect, Vice President-Membership or the Vice-President-Grade Representative, with their concurrence, and the concurrence of the Board of Directors; and
- n) Perform any other duties set forth in these by-laws.

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

- a) Spend a year in training, so that they are prepared to take on all responsibilities as the President in the following year;
- b) Perform the duties of President in the absence of that Officer;
- c) Act as an aide to the President;
- d) Help guide and direct any Committee as requested by the President;  
If the position of Past President is unfilled, or if the Past President is unavailable, act as parliamentarian and perform all other duties usually pertaining to that office; specifically: the parliamentarian shall be responsible for advising the membership of the PTO and the Board of Directors with respect to proper procedures, under the Bylaws and basic parliamentary rules, for taking all formal action, including:
  - i. Ensuring that the By-Laws are accurate and up to date. ii. Providing that a copy of the By-Laws is available to the General Membership.
  - iii. Ensuring that proper procedures are followed for posting By Law changes.
  - iv. Distributing and presenting all the By-Law changes at the PTO Board and Membership Meetings.



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**Section 3.** The Vice President-Membership shall:

- a) Maintain the membership list for the PTO, as well as the lists for memberships on special committees;
- b) Perform such duties in the absence of or inability of the President to discharge his or her duties;
- c) Help guide and direct any Committee as requested by the President;
- d) Arrange for appropriate Committees to provide special programs at regular meetings of the General Membership as requested by the President;
- e) Be responsible for welcoming and integrating into the PTO the new parents and students enrolling for the following year; and
- f) Serve as parliamentarian and perform all other duties usually pertaining to the office if there is not a President-Elect position, or if the President-Elect is unavailable.

**Section 4.** The Vice-President-Grade Representative shall:

- a) Chair the Grade Representative Committee, and take special responsibility to ensure that the concerns of all grade levels within the School are heard;
- b) Perform such duties in the absence of or inability of the President and Vice President-Membership to discharge their duties;
- c) Guide and direct any Committee as requested by the President;
- d) Arrange for appropriate Committees to provide special programs at regular meetings of the General Membership as requested by the President; and
- e) Perform all other duties usually pertaining to the office.

**Section 5.** The Vice President-Fundraising shall have the responsibility and authority for fundraising, including:

- a) Acting as an aide to the President;
- b) Investigating new and previous fund-raising activities for potential use in the current year;
- c) Presenting recommended fund-raising activities and details on return on investment;
- d) Monitoring and reporting on expenditures versus profits, by activity, to allow oversight into the success of the fund-raising;
- e) Acting as the main contact for all fundraising events while appointing chairpersons and treasurers for each fundraising event, giving them an outline of their duties, and assisting in the coordination of such events, if needed;



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- f) Acting as liaison between all fundraising chairpersons and the Board of Directors; and
- g) Following up with Chairpersons at the conclusion of all Fundraising events to assist with the collection and remittance of funds to the Treasurer and to aid, if needed, in distribution of any materials needed in association with any fundraising event.

**Section 6.** The Vice President-Faculty shall:

- a) Represent the concerns and interests of the School faculty;
- b) Accept applications for funding by the faculty, and relay these applications to the Board;
- c) Relay requests for volunteer support from the faculty to the Board;
- d) Report to the Board of Directors about continuing teacher training and education; and
- e) Perform all other duties usually pertaining to the office.

**Section 7.** The Vice President-Communication shall:

- a) Be responsible for maintaining, along with the President, the internet list-serve and/or other means of mass communication;
- b) Be responsible for periodic newsletters (paper or electronic format) and/or social media updates as well as the year-end Annual Report;
- c) Strive to maintain open lines of communication between the Board, the parents, and the school;
- d) Employ all other reasonable and appropriate means of communication that may evolve over the years, as technology and social norms change.
- e) Issue appropriate correspondence to benefactors, donors and community volunteers, thanking them for their assistance; such may be signed by the President or other members of the Board;
- f) The position of Vice-President Communication shall join the Board in the 2014-2015 school year.

**Section 8.** The Secretary shall have the responsibility and authority for keeping non-financial records of the Organization and ensuring proper procedures, including:

- a) Recording correct minutes of all meetings of the Board of Directors and of the General Membership;
- b) Distributing minutes electronically within a reasonable timeframe to all Officers of the Organization, as well as the Principal;
- c) Providing copies of the minutes for each Board of Directors and General Membership Meetings for final approval;



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- d) Storing copies of all minutes in (1) a hard copy form to be kept at the School, and (2) in a separate electronic/computer format; and
- e) Maintaining the PTO email account, along with the VP-Membership, and the distribution of correspondence from said account.

**Section 9.** The Treasurer shall have the responsibility and authority for the funds of the PTO; their duties and responsibilities shall include:

- a) Having knowledge of bookkeeping and budgeting in order to track PTO business either in handwritten or computer format;
- b) Reviewing the expenditures and disbursement of funds to ensure the appropriateness of the expense within the purposes of the PTO outlined in Article II;
- c) Preparing a monthly reconciliation of PTO bank accounts for review for each Board of Directors meeting;
- d) Preparing a budget review of each line item budgeted vs actual monies spent for the Board of Directors at least twice a year;
- e) Maintaining financial records of the receipts and expenditures for record keeping purposes. These records shall be available for audit purposes upon request;
- f) Presenting a statement of account, including account balances, at each and every meeting of the General Membership of the PTO, and at other times if requested;
- g) Recommending immediate and future purposes for the disbursement of any remaining balance of the general PTO funds;
- h) Preparing an annual report on PTO business through the end of the fiscal year, including account reconciliation. This report shall be published no later than fifteen (15) days following the end of the fiscal year and will be provided in a format suitable for its use in tax purposes;
- i) Assisting the next year's Treasurer in the completion of required filings for both Tennessee and Federal non-profit organizations due for the fiscal year;
- j) Signing disbursements from the general PTO account;
  - i. The President and President-Elect should always be considered to be approved to co-sign disbursements;
  - ii. The Board of Directors by majority vote may approve other Officers to co-sign disbursements;
- k) If the Treasurer is not available to co-sign an immediately necessary disbursement, then and only then may the President sign on the Treasurer's behalf, along with one other approved Officer of this Organization; if the President must sign on the Treasurer's behalf, the President will provide written notice to the Treasurer that they have done so, so that the Treasurer may properly record the disbursement and otherwise properly manage the Organization's finances;



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- l) Assisting in the preparation of the PTO Budget proposal for the following year. This budget is to be presented at the first general membership PTO meeting of each year.
- m) Ensuring that an exiting Board of Directors leaves no less than \$3,000.00 start-up monies in the account for successor; and
- n) Performing all other duties usually pertaining to the office.

**Section 10.** The Assistant Treasurer shall have the responsibility to receive and deposit all funds of the Organization, keep an accurate record of receipts, and balance the bank account(s) monthly. They shall be responsible for:

- a) Assisting the Treasurer in fulfilling the duties of the Treasurer;
- b) Promptly reporting all Deposits to the Treasurer;
- c) Assisting the Vice President-Fund Raising in collecting funds from committee Chairpersons during and after fundraising activities.
- d) Reconciling and auditing the monthly bank statements and reporting any discrepancies to the Board of Directors.
- e) Making all deposits to the general PTO account. If the Treasurer is not available to make a deposit, then either the President, Treasurer or the Vice President-Fundraising may make the deposit on their behalf. If the President, Treasurer or Vice President-Fundraising must make a deposit due to the unavailability of the Assistant Treasurer they shall promptly notify both the Treasurer and the Assistant Treasurer they have done so.

**Section 11.** The position of Past President shall be filled by the person who preceded the current President as President. If that person is unwilling to serve as Past President, then this position shall be unfilled. The Past President shall:

- a) Assist and advise the President;
- b) Act as Parliamentarian, and meet all responsibilities of that position as are defined in Section 2(e) of this Article;
- c) Assist the President and President-Elect in learning and applying the proper rules of parliamentary procedure;
- d) Assist all officers in understanding and fulfilling their responsibilities;
- e) Chair the Nominating Committee.

**Section 12.** All Officers shall deliver to their successors all official material no later than the last day of their term of office.

**Section 13.** All new Officers shall have a duty to read and become familiar with these Bylaws.



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## ARTICLE VIII BUDGET AND FINANCE COMMITTEE

**Section 1.** The Principal and Board shall draft a tentative budget of anticipated revenue and expenses for the upcoming school year in the summer for each school year and have it approved by a majority vote of the members present assuming a quorum, at the first meeting of each year.

**Section 2.** The budget, once duly approved by the General Membership shall be used to guide the activities of the Board of Directors during the school year. Any substantial deviation from the budget must be approved in advance by the General Membership. A substantial deviation shall be considered a deviation of greater than twenty-five percent (25%) above a specifically budgeted expenditure, or in the case of an expenditure that was not contemplated in the approved budget, a substantial deviation shall be considered an expenditure of more than five-hundred dollars (\$500.00). In no case may the Board of Directors authorize an expenditure which has not been budgeted and for which there are not adequate funds above and beyond those already designated for budgeted expenditures.

**Section 3.** The budget shall include three-thousand dollars (\$3,000.00) to be carried over the succeeding year for the use of the succeeding board as “start-up” funding.

## ARTICLE IX FUNDS

**Section 1.** All fundraising activities shall be subject to approval through a cooperative written agreement between the PTO Board of Directors and the principal of the school. The disbursements of the proceeds shall be according to the budget as approved by the General Membership.

**Section 2.** Allotted funds raised by the PTO must be disbursed by the end of the current fiscal year. If funds are not disbursed by fiscal year-end, the funds shall revert to the general account for discretionary use by the incoming Board of Directors and the new General Membership. This excludes any funds raised in separate fundraisers held by School teachers and staff, that are run through the PTO budget and/or account. Those funds shall be kept separate in the budget and dispersed as requested by the School teachers and staff.

**Section 3.** Distribution of Authority over the Funds of this Organization: The



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Treasurer, pursuant to Article VII, Section 8 and subject to the caveat found in Section 8 (k), shall be the Officer directly responsible for recording and co-signing all disbursements made by this Organization. The Assistant Treasurer, pursuant to Article VII, Section 9 and subject to the caveat found in Section 9(e), shall be the Officer directly responsible for making all deposits, and providing information on such deposits to the Treasurer, so that they may be properly recorded.

**ARTICLE X  
COMMITTEES**

**Section 1.** Appointment of Committee Chairpersons: Committee Chairpersons will be appointed in the following manner:

- a) Chairpersons shall be recruited by Nominating Committee.
- b) Every attempt shall be made to fill Chairperson positions for the subsequent year before the end of the school year, especially for those committees having activities during the first two months of the school year.
- c) Should more than one volunteer desire to serve as Chairperson of a committee, the Board of Directors shall make the decision, considering options such as Co-Chairs and weighing factors such as experience and capability.

**Section 2.** Duties of Committee Chairpersons: Committee Chairpersons shall have the following responsibilities:

- a) Each current and any new committee requires its own Chairperson.
- b) The Chairperson shall strive to use the most cost-effective means to achieve the Committee's purpose while maintaining reasonable quality of execution.
- c) The Chairperson shall be responsible for providing documentation of expenses incurred for the Committee's purpose to the Treasurer. Expenses greater than the proposed budget for the Committee must be approved by the Board of Directors, and/or the General Membership, pursuant to the procedures set forth in Article VIII, Section 3.
- d) Once the Chairperson of any fundraising committee has been approved, the Chairperson shall be responsible for reporting to the Vice President-Fundraising, accounting for all funds received, and for promptly forwarding all funds received for any fundraising event to the Assistant Treasurer.
- e) The Committee Chairpersons shall be reasonably available to assist the subsequent Chairpersons in the continued transition from one year to the next.



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- f) The Chairperson(s) shall maintain all files of activities and procedures. This file shall be passed to the subsequent chairperson or Board of Directors for their use in future activities.
- g) Chairpersons are responsible to the Board of Directors and will report to that body as requested.

**Section 3.** Meetings: Committee meetings shall be held at such times and places as deemed necessary by the Chairperson to fulfill the committee's responsibilities.

**Section 4.** Additional Committees: The board may appoint any and all committees as is necessary for fulfilling the purposes of the Organization.

**ARTICLE XI  
GENERAL MEMBERSHIP MEETINGS**

**Section 1.** There shall be a minimum of four (4) regular General Membership meetings of this Organization. The dates of the meetings shall be determined by the Board of Directors. A minimum of five (5) days written notice shall be given of such meetings. If School is cancelled for any reason on the day of a General Membership meeting, the meeting shall be canceled and/or rescheduled.

**Section 2.** Special meetings of the General Membership may be called by the President or by a majority of the Board of Directors, five (5) days written notice having been given.

**Section 3.** The last General Membership meeting of the school year shall be the annual meeting at which time Officers shall be elected, dues for the forthcoming school year shall be approved, and written committee reports shall be submitted to the President.

**Section 4.** The privilege of holding office, making motions, debating and voting shall be limited to members of the Organization whose dues have been paid, if dues have been set.

**Section 5.** Ten(10) members of the Organization shall be designated as a quorum and shall be entitled to take action on behalf of the General Membership of the Organization.

**Section 6.** Proxy and absentee voting shall be allowed and shall count towards the designation of a quorum, subject to the laws of Tennessee and according to procedures established by the Board of Directors.



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**Section 7.** Proper written notice of all meetings of the General Membership shall be effected by employing all of the following methods of delivery: (1) delivery of written notice to all students via the school, for delivery to their parents, and (2) notice on the School internet list-serve and/or website and/or similar electronic mass communication medium.. Such notice will be issued no later than five (5) days prior to any meeting of the General Membership.

**ARTICLE XII  
PARLIAMENTARY AUTHORITY**

**Section 1.** Roberts 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 XIII CONFLICT OF  
INTEREST POLICY**

**Section 1.** This Organization shall abide by the Conflict of Interest Policy issued by the United States Internal Revenue Service, a copy of which is attached and incorporated by reference.

**ARTICLE XIV BYLAWS AND  
AMENDMENTS**

**Section 1.** The adoption of these Bylaws by the Organization is made as of the date of the incorporation of the Organization (August 17, 2004).

**Section 2** These Bylaws shall be reviewed by the Board of Directors every three years and revised as necessary. In the event that it is deemed necessary to re-write all of the Bylaws, the Board of Directors will appoint a Bylaw Committee.

**Section 3** Revisions and Amendments: Revisions and Amendments shall be proposed and adopted in the following manner:

- a) A draft copy of the proposed revised Bylaws and/or Amendments shall be presented at a monthly Board of Directors meeting for vote. A majority vote by the Board of Directors is necessary to constitute approval;
- b) If passed by the Executive Board, one week's notice that new Bylaws are to be offered for a vote must be provided in advance of the next General Membership meeting. This notice will contain the proposed Bylaws (or provide a location from which they may be obtained) as well as an announcement of the intent to vote on passage;
- c) The proposed Bylaws will become effective if passed by a two-thirds majority vote of a duly constituted quorum of the General Membership at a General Membership Meeting.



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First passed: August 17, 2004  
Amended: August 30, 2013