

# **RIVER OAKS ELEMENTARY PTO BYLAWS**

## **ARTICLE I. NAME**

The name of this organization shall be The River Oaks Elementary School Parent-Teacher Organization, hereinafter referred to as the “Organization” or the “PTO.”

## **ARTICLE II. PURPOSE**

**Section 1.** To foster better understanding of the learning process through communication between parents and/or guardians and faculty/professional staff.

**Section 2.** To help meet the needs of the students through cooperation between family and school.

**Section 3.** To support the school through volunteer and financial assistance.

**Section 4.** To promote gifted and talented education.

**Section 5.** To operate exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as provided in the Articles of Incorporation of the PTO.

## **ARTICLE III. MEMBERSHIP**

The members of the Organization shall consist of the parents and/or guardians of the students of River Oaks Elementary School and the members of the faculty and professional staff. Said members shall hereinafter be referred to as “Members.”

## **ARTICLE IV. OFFICERS AND DIRECTORS**

**Section 1.** The officers of the Organization shall be a President, a Past-President, a First Vice-President, a Vice-President - Internal Relations, a Vice-President - Public Relations, a Vice-President - Development, a Vice-President - Community Development, a Vice-President - Finance (Treasurer), a Budget & Finance Director and a Secretary (collectively, the “Executive Board”). These officers shall perform the duties prescribed by the Bylaws.

**Section 2.** A vacancy occurring in office for a position of Director or any officer other than the President shall be filled for the unexpired term by a person elected by ballot by a two-thirds (2/3) majority vote of the Board of Directors (sometimes referred to as the “Board”) who are qualified to vote. A vacancy for the office of President shall be filled by the First Vice-President. A vacancy for Teacher Representative shall be filled by faculty and staff. If there is but one nominee for any office, election for that office shall be by voice vote.

**Section 3.** In the event that a Director is absent from two (2) or more properly called Meetings of the Board, which are not thereafter excused by the Board, that position shall be declared vacant and filled as provided herein for the remainder of the term.

## **ARTICLE V. DUTIES OF OFFICERS**

**Section 1.** The President shall preside at all meetings of the Organization, the Executive Board and the Board of Directors. The President shall be an ex-officio member of all committees. In the absence of the Vice-President - Finance (Treasurer), the President shall be empowered to issue checks for the Organization; however, any expenditure on behalf of the Organization exceeding \$5,000 shall be pre-approved by the Budget & Finance Director. The President shall perform other duties prescribed by the Bylaws, the Board of Directors, and by parliamentary authority adopted by the Organization.

**Section 2.** The Past-President shall act for the President or Vice-Presidents in their absence. The Past-President shall perform other duties as may be assigned by the President and prescribed by these Bylaws, the Board of Directors, and by parliamentary authority adopted by the Organization.

**Section 3.** The Vice-Presidents shall act for the President in the President's absence. The Vice-Presidents shall perform other duties as may be assigned by the President and prescribed by these Bylaws, the Board of Directors, and by parliamentary authority adopted by the Organization.

**Section 4.** The Secretary shall record the minutes of all General Meetings, Special Meetings, Executive Board meetings, and meetings of the Board of Directors. Minutes shall be prepared by the Secretary and made available for distribution to the Members after approval by the Board. The Secretary shall be custodian of these minutes. The Secretary shall perform other duties prescribed by these Bylaws, the Board of Directors, and by parliamentary authority adopted by the Organization.

**Section 5.** The Vice-President - Finance (Treasurer) shall: a) receive all moneys and pay all bills of the Organization, b) keep an accurate record of all receipts and expenditures, and c) work with the Budget & Finance Director to prepare the Annual Budget for approval by the Board at the Spring General Meeting. The Vice-President - Finance (Treasurer) shall serve as Co-Chair of the Budget & Finance Committee along with the Budget & Finance Director. The Vice-President - Finance (Treasurer) shall perform other duties prescribed by these Bylaws, the Board of Directors, and by parliamentary authority adopted by the Organization.

**Section 6.** The Budget & Finance Director shall: a) review the financials (budget versus actual expenditures) provide an updated monthly report relative to same at each General Meeting of the Organization, and at the monthly meetings of the Board of Directors, b) work with the Vice-President - Finance (Treasurer) to prepare the Annual Budget for approval by the Board at the Spring General Meeting, c) prepare, at least semi-annually, communications to Members regarding Organization expenditures, and d) pre-approve any expenditure of the Vice-President - Finance (Treasurer) on behalf of the Organization exceeding \$5,000. The Budget & Finance Director shall serve as Co-Chair of the Budget and Finance Committee along with the Vice-President - Finance (Treasurer).

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1.** The organization shall function under the general guidance and direction of a Board of Directors consisting of a maximum of thirty-six (36) Members (each a "Director") selected in the following manner:

The President	Elected by a plurality of the Members casting votes
The Past-President	Appointed by the President, with elected Board approval
The First Vice-President	Elected by a plurality of the Members casting votes
The Vice-President - Internal Relations	Elected by a plurality of the Members casting votes
The Vice-President - Public Relations	Elected by a plurality of the Members casting votes
The Vice-President - Finance (Treasurer)	Elected by a plurality of the Members casting votes
The Vice-President - Development	Elected by a plurality of the Members casting votes
The Vice-President - Community Development	Elected by a plurality of the Members casting votes
The Secretary	Elected by a plurality of the Members casting votes
The Budget & Finance Director	Elected by a plurality of the Members casting votes
The Kindergarten Representative (2)	A Kindergarten Level Parent/Guardian selected as provided in Section 3 below
The First Grade Representative (2)	A First Grade Level Parent/Guardian elected by a plurality of the Members casting votes from the Kindergarten Grade Class
The Second Grade Representative (2)	Second Grade Level Parent/Guardian elected by a plurality of the Members casting votes from the First Grade Class
The Third Grade Representative (2)	A Third Grade Level Parent/Guardian elected by a plurality of the Members casting votes from the Second Grade Class
The Fourth Grade Representative(2)	A Fourth Grade Level Parent/Guardian elected by a

The Fifth Grade Representative (2-3)	plurality of the Members casting votes from the Third Grade Class A Fifth Grade Level Parent/Guardian elected by a plurality of the Members casting votes from the Fourth Grade Class
The Specialists Representative	Appointed by the President, with elected Board approval
The Ways & Means Director	Appointed by the President, with elected Board approval
The Volunteer Coordinator Director (up to 2)	Appointed by the President, with elected Board approval
The Teacher & Staff Appreciation Director (up to 2)	Appointed by the President, with elected Board approval
The School Life Director	Appointed by the President, with elected Board approval
Dads Club Director	Appointed by the President, with elected Board approval
Teacher Representative	Elected by Faculty
Teacher Representative	Elected by Faculty
Teacher Representative	Elected by Faculty
The Principal	Ex-Officio, Non-Voting Member
The Administrative Representative	Ex-Officio, Voting Member

**Section 2.** Unless otherwise provided above, the Officers and Directors shall be elected through a written ballot distributed to the Members as more specifically indicated above. If there is but one nominee for any office (or two or fewer nominees in the case of Grade Level Representative, Volunteer Coordinator Director, and Teacher & Staff Appreciation Director), election for that office shall be by voice vote either at the Spring General Meeting or at the April Board of Directors Meeting. Grade Level Representatives shall be elected based upon their fall grade level designations for the following school year.

**Section 3.** The Nominating Committee shall nominate one candidate to serve as one of the Kindergarten Grade Level Representatives. Eligible candidates shall be the parents/guardians of incoming Kindergarten students for the following school year. The nomination shall be presented to the Board for approval at the April Board meeting. The other Kindergarten Grade Level Representative (or both Representatives, if no Representative shall have been selected according to the procedures set forth in the preceding sentence) shall be solicited by the Kindergarten Class at the beginning of each fall school year. If there are more nominees submitted in the fall for Kindergarten Grade Level Representative than there are open positions, the positions shall be elected by written ballot to the Members of that grade level within sixty (60) days of commencement of the Fall school year, and any such candidate must receive a plurality vote of such Members casting votes to be elected to such office. If the number of nominations submitted in the fall is equal to the number of open positions, the President will present that nominee(s) to the Board for approval without the necessity of a vote of the Members of that grade level.

**Section 4.** Election of the Teacher Representatives shall occur prior to the commencement of the Fall school year.

**Section 5.** Responsibilities of the Board shall include, but not be limited to, the following:

- a) Approval of the general annual program of activities and initiatives.
- b) Approval of an annual budget including revenue and expenses.
- c) Approval of proposals from Members for expenditures.
- d) Approval of chairs of Committees selected by the President, except as specifically provided in Article VII, Section 1 below.

**Section 6.** Any Officer or Director may be removed by a 2/3 majority vote of a quorum of the Board of Directors whenever, in its judgment, the best interests of the Organization are served by the removal.

**Section 7.** Officers and Directors shall serve for a term of one (1) year from May 1 to April 30 of the following year and shall remain in office until their successors are duly installed. The Officers and Directors shall not be eligible to hold the same office for more than two (2) consecutive terms. Officers and Directors may hold only one (1) elected position at any one time unless otherwise approved by the Board. No Director shall have more than one vote regardless of the number of Board positions held by that Member. If a Board position is held by more than one person (i.e., Grade Level Representative, Volunteer Coordinator Director, and Teacher & Staff Appreciation

Director), the persons sharing the role must come to an agreement and cast one vote on a matter. If they cannot come to an agreement, then they must abstain from the vote on that matter.

**Section 8.** A simple majority of the Directors shall constitute a quorum of the Board, as long as a simple majority of the Directors eligible to cast a vote is present. (i.e., if there are a total of 36 Directors on the Board and 26 of those Directors are eligible to vote, the minimum quorum requirements will be met when 19 Directors are present, as long as at least 14 of those Directors are eligible to vote). If less than a simple majority of the Directors eligible to cast votes is present, the quorum requirements are not met. No action may be taken by the Board at any meeting of the Board unless a quorum of Directors is present at such meeting. Unless otherwise specifically stated herein, all actions of the Board shall require a majority vote of a quorum (for purposes of the example given above, if at least 19 Directors are present along with the requisite number of eligible voters, a majority vote of the quorum would equal 10 votes or more).

**Section 9.** A Director may vote in person or by written proxy on any action item brought before the Board. A proxy must be written and executed by the Director wishing to cast a vote and dated as of the date of the meeting wherein such Director wishes to cast a vote. The proxy is only effective if it is presented to the Secretary or President (or, in their absences, the First Vice-President) of the Board prior to the beginning of the meeting wherein such Director wishes to cast his/her proxy vote. A Director may not use more than one (1) proxy per term of such Director. For purposes of these Bylaws, Directors submitting a proxy for a particular Board meeting shall be considered present for such Board meeting and, accordingly, shall be counted when calculating a quorum.

## **ARTICLE VII. COMMITTEES**

**Section 1.** There shall be the following Committees chaired by Directors appointed by the President, subject to the approval of the Board as set forth in Article VI, Section 5 (except where the Chair is specifically identified below), and consisting of Directors appointed by the President except as set forth below:

- a) The Ways and Means Committee: shall be responsible for internal and school fundraising activities, including and not limited to: Affinity Programs, Book Fair, Carnival, Family Fun Run, and Picture Day. This Committee shall be chaired by the Ways & Means Director.
- b) The School Life Committee: shall be responsible for enhancing and coordinating school functions, activities and non-fundraising events including and not limited to: ROE Spirit Store, and School Supplies. This Committee shall be chaired by School Life Director.
- c) The Budget & Finance Committee: shall be responsible for estimating revenue and evaluating expenditure proposals from Members, and shall recommend a budget to the Board of Directors based upon the Board-approved annual program of activities and initiatives. This Committee shall be co-chaired by the Vice-President – Finance (Treasurer) and the Budget & Finance Director. And shall additionally consist of the President, Past-President, First Vice-President, and any other Director determined by the Vice-President – Finance (Treasurer) and Budget & Finance Director to be necessary or appropriate.)
- d) The Audit Committee: shall be responsible for recommending to the Board financial procedures to insure fiscal accountability, conducting periodic audits of the financial condition of the Organization and reporting its findings annually or as otherwise directed by the Board. This Committee shall be co-chaired by the Vice-President – Finance (Treasurer) and the Budget & Finance Director.
- e) The Development Committee: shall be responsible for fundraising activities in general, including: fundraising events, auctions, grants and foundations, alumni committee and outreach, underwriting committee for corporate donations and partnerships as well as family donations. This Committee shall be co-chaired by the Vice-President – Development and the Vice-President – Community Development.
- f) The Nominating Committee: shall perform the duties set forth in Article VIII below and shall consist of the Grade Level Representatives, the Volunteer Coordinator Director, and the Dads Club Director, if they choose to participate, as well as any other Directors selected by the First Vice-President. This Committee shall be chaired by the First Vice-President.

All of the above Committee Chairs will provide reports to the Board as requested by the President from time to time.

**Section 2.** Each Chair shall preside at all meetings of that Committee and ensure that minutes are recorded and submitted to the Secretary of the Organization within thirty (30) days following each committee meeting.

**Section 3.** The Principal and the Administrative Representative may be ex-officio members of any and all Committees except the Nominating Committee.

### **ARTICLE VIII. ELECTION**

The Nominating Committee shall solicit nominations from the Members by written announcement. All Members nominated for Board positions will be contacted by the Nominating Committee in order to verify the Member's desire to hold office. Members may not accept nomination for more than one (1) office. The Nominating Committee shall make known by written announcement to the Members the verified list of nominees for each office and the date, time, place, and election procedures for the election of Directors two (2) weeks (14 calendar days) prior to the Election.

### **ARTICLE IX. MEETINGS**

**Section 1.** There shall be at least two General Meetings of the Members during each school year:

- a) a Fall General Meeting shall be held before November 1.
- b) a Spring General Meeting shall be held before May 15.

**Section 2.** Other meetings may be called by: (a) the President, (b) a simple majority vote of the Directors qualified to vote, or (c) upon written request to the Board by twenty (20) Members.

**Section 3.** Written notice of the General Meetings, and meetings of the Board shall be given to the Members at least one week (7 calendar days) in advance.

**Section 4.** Twenty (20) Members shall constitute a quorum at a General Meeting.

**Section 5.** All meetings, except for meetings of the Nominating Committee, shall be open to the Members of the Organization.

### **ARTICLE X. ORDER OF BUSINESS**

**Section 1.** The Executive Board shall meet prior to each General Meeting and Board Meeting to determine the order of business for such meeting.

**Section 2.** The order of business at General Meetings and Board Meetings shall be as follows unless changed by the Executive Board pursuant to Section 1 above:

- 1) Call to order
- 2) Distribution and approval of the minutes of the last meeting
- 3) Financial Report presented by Budget & Finance Director
- 4) Reports of officers and committees
- 5) Unfinished business
- 6) New business
- 7) Adjournment

### **ARTICLE XI. AMENDMENTS AND PARLIAMENTARY AUTHORITY**

**Section 1.** The Bylaws of the Organization may be amended by a two-thirds (2/3) majority vote of the Officers and Directors qualified to vote. Written notice of amendments to the Bylaws shall be made to the Members at the next General Meeting or in writing at the Board's discretion.

**Section 2.** Except as provided herein, the rules contained in Robert's Rules of Order Newly Revised shall govern the Organization.

## **ARTICLE XII. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if a written consent setting forth the action so taken is agreed to by a majority vote of the Directors qualified to vote, or Committee Members, as the case may be; and such action shall have the same force and effect as if it were approved by a unanimous vote at a meeting thereof, duly and regularly called.

- Revised June 1992
- Amended April 2008
- Amended May 2010
- Amended and Restated February 2011
- Amended April 2012
- Amended March 2013
- Amended April 2015 (to be effective 4/22/15)
- Amended April 2017