

# Bylaws of The Museum School of Avondale Estates Parent Teacher Organization

## I. NAME.

The name of the organization shall be The Museum School of Avondale Estates Parent Teacher Organization, Inc. (“TMS PTO”).

## II. PURPOSE.

The purpose of the TMS PTO shall be to aid the students, faculty and staff of The Museum of Avondale Estates in their educational and recreational needs. Through fund-raising and family activities, TMS PTO will promote an open communication between the administration, faculty, parents and the community to enhance the educational environment of the children attending the TMS.

The TMS PTO is organized exclusively for the charitable, scientific, literary and / or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter “Internal Revenue Code”).

## III. MEMBERSHIP.

A. Regular Membership. All parents and / or legal guardians of students who currently attend The Museum School of Avondale Estates shall be eligible for membership in the TMS PTO. Regular Members shall have the right to attend and participate in all meetings and activities of the TMS PTO, but shall not have the right to vote or to hold office.

B. Voting Membership. All Regular Members who register and / or pay the dues, if any, as may be established pursuant to Section X herein, as well as Faculty Members, shall be designated as Voting Members. Voting Members shall have the right to vote on all issues before the membership, to elect officers, and to hold office.

C. Honorary Membership. All parents and / or legal guardians of former students, former Board members, former faculty or staff of The Museum School of Avondale Estates shall have the right to participate in the TMS PTO as Honorary Members. Honorary Membership may also be extended to other persons by a vote of the membership. Honorary Members shall have the same rights as Regular Members.

D. Faculty Membership. All faculty and staff who currently are employed Full-time at The Museum School of Avondale Estates shall be eligible for membership in the TMS PTO. Faculty Members shall have the right to attend and participate in all

meetings and activities of the TMS PTO. Faculty Members shall have the right to vote on all issues before the membership, to elect officers, and to hold the designated Teacher Representative positions on the Executive Board.

#### IV. MEETINGS.

A. Regular Meetings. At least four (4) General Membership Meetings of the TMS PTO shall be held during each school year. The time and place of the meetings shall be announced in writing at least seven (7) days prior to the meeting, and all scheduled meeting dates for the school year shall be placed online where members can access at any time.

B. Special Meetings. Additional meetings of the TMS PTO may be called, either by vote of the Executive Board or by petition of a majority of the Voting Members. The time and place of all Special Meetings shall be announced in writing at least seven (7) days prior to the meeting

C. Quorum. Four (4) members of the Executive Board present at any scheduled TMS PTO meeting shall constitute a quorum necessary for the transaction of business of the TMS PTO.

D. Voting. A majority vote of the Voting Members present at any meeting shall be required for all action to be taken by the TMS PTO.

E. Meeting Procedure. Rules contained in Robert's Rules of Order, current edition, shall govern the TMS PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws. Meetings will include the following:

Welcome of Members

Call to Order

Reading / Distribution/Acceptance of Minutes of the previous meeting

Chief Financial Officer's Report

Principal/Faculty Report

Committee Reports

Old Business

New Business

Announcements

Adjourn

#### V. OFFICERS.

A. Positions. The officers of the TMS PTO shall consist of a President, Vice President, Middle School Representative, Elementary School Representative, Secretary, Chief Financial Officer, Treasurer/Bookkeeper, Parliamentarian, Membership Coordinator, Public Relations and Communications Coordinator, and Faculty Representatives.

B. President. The President shall be the principal executive officer of the TMS PTO and, subject to the control of the Executive Board and the direction of the membership, shall in general supervise and control all of the activities of the TMS PTO. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the TMS PTO. The President shall serve as an authorized signatory of all TMS PTO checks. To be eligible to serve as President, a person must have been a Voting Member of the TMS PTO for at least one (1) year.

C. Vice President. The Vice President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice President shall perform such other duties as are assigned by the President or the Executive Board. The Vice President shall automatically be nominated for the office of President.

D. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall receive from the Membership Coordinator the list of Regular Members who have paid dues and prepare the official list of Voting Members, shall see that all notices are duly given in accordance with these Bylaws, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

E. Middle School Representative. The Middle School Representative shall be a member of the Executive Board. The Middle School Representative shall establish and maintain an open line of communication and relationships between the TMS PTO and the middle grades teachers, room parents, and parents. The Middle School Representative shall also serve as a liaison between event chairperson(s) and the Executive Board to ensure that the needs of the middle grades teachers, students, and parents are being met. The Middle School Representative must have a student in the Sixth, Seventh, or Eighth grade.

F. Elementary School Representative. The Elementary School Representative shall be a member of the Executive Board. The Elementary School Representative shall establish and maintain an open line of communication and relationships between the TMS PTO and the elementary grades teachers, room parents, and parents. The Elementary School Representative shall also serve as a liaison between event chairpersons and the Executive Board to ensure that the needs of the elementary grades teachers, students, and parents are being met. The Elementary School Representative must have a student in Kindergarten or the First through Fifth grade.

G. Chief Financial Officer. The Chief Financial Officer (“CFO”) shall be a member of the Executive Board. The CFO shall have charge of and be responsible for all funds of the TMS PTO and shall receive and give receipts for monies due and payable to the TMS PTO from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The CFO shall make disbursements as authorized by the President, Executive Board, or membership in accordance with the budget adopted by the membership. The CFO shall receive and deposit all membership dues collected by the Membership Coordinator. The CFO shall present a financial report at each General Membership Meeting of the membership and at other times as requested by the Executive Board. The financial report shall include all credits, debits and expenditures for the TMS PTO since the previous meeting and the current balance of all TMS PTO funds. The CFO shall serve as an authorized signatory of all TMS PTO checks.

H. Treasurer/Bookkeeper. The Treasurer/Bookkeeper shall be a member of the Executive Board. The Treasurer/Bookkeeper shall balance the TMS PTO checkbook monthly, reconcile all debit card statements with receipts and expenditures, and reconcile all receipts, payments, and deposits. The Treasurer/Bookkeeper shall perform the duties of the CFO in the absence of the CFO.

I. Parliamentarian. The Parliamentarian shall be a member of the Executive Board. The Parliamentarian shall advise the President and the membership, when requested, on points of order or procedure concerning these Bylaws, the corresponding Standing Rules of the TMS PTO, the proceeding of a meeting, or the actions of the TMS PTO. The Parliamentarian shall also serve as a time keeper to ensure effective and efficient use of time during meetings as well as restore order during meetings, if needed.

J. The Membership Coordinator. The Membership Coordinator shall be a member of the Executive Board. The Membership Coordinator’s duties shall include: (1) processing membership forms; (2) maintaining a list of Regular Members, Voting Members, Honorary Members, and Faculty Members, along with contact information; (3) collecting dues and remitting the funds to the CFO; (4) coordinating and administering any benefits that may be available to Voting Members upon payment of their dues, including, but not limited to, IXL and Raz Kids subscriptions; (5) assisting to answer members’ questions; and (6) compiling a list of committees members who have signed up to serve in the beginning of each year and providing that information to Executive Board and appropriate committee chairs as soon as practicable.

K. The Public Relations and Communications Coordinator. The Public Relations and Communications Coordinator shall be a member of the Executive Board. The responsibilities of the PR/Communications Coordinator shall include coordinating and overseeing communications for the Weekly Parent Newsletter, the TMS PTO monthly newsletter, press releases for special events as needed, and overseeing the management of the TMS PTO Facebook page and the TMS PTO website. The PR/Communications Coordinator or the TMS PTO President may designate parent volunteers to update and maintain the TMS PTO Face Book page and website.

L. Faculty Representatives. There shall be two (2) Faculty Representatives, one from the middle grades and one from the elementary grades, and both shall be members of the Executive Board. The Faculty Representatives will act as advisor and liaison between school staff and the TMS PTO Executive Board. These positions are voluntary and/or may be assigned by the Principal. They are not elected positions.

M. The Principal. The Museum School of Avondale Estates Principal shall be a member of the Executive Board. The Principal has final approval and/or veto power of any function, if said function will interfere with procedures, policy and/or the best interest of The Museum School of Avondale Estates.

## VI. ELECTIONS.

A. Procedure. The election of officers shall take place during a Voting Period of seven (7) days during the month of May. The Voting Period shall be concluded no later than three (3) days before the date of the fourth General Membership Meeting of each year. The vote shall be by paper or electronic ballot, and all Voting Members of the TMS PTO may participate in the election. A majority of the votes cast by the Voting Members shall be necessary for election. Should no candidate for a particular office receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall take place within seven (7) days of the close of the Voting Period, in which the two (2) candidates for that office receiving the most votes on the first ballot will be the eligible candidates. The Chairperson of the Nominating Committee shall announce the results of the election, including the need to hold a run-off election for any office, at the fourth General Membership Meeting of the year. The results of any run-off elections shall be announced by electronic mail and published on the TMS PTO website.

B. Nominating Committee. The Nominating Committee shall publicize to all members of the TMS PTO the dates of the Nominating Period and the instructions for nominating an individual for office. The Nominating Period shall be between fourteen (14) and thirty (30) days at the discretion of the Nominating Committee. Nominations may be made during the Nominating Period by either paper or electronic submission. Before the Voting Period begins, the Nominating Committee shall present to the Executive Board a slate of officers for election. There shall be at least one person selected per office, and the consent of the individuals shall have been obtained before selection. The Executive Board shall approve the slate and the form of the ballot prior to its publication by the Nominating Committee. No later than seven (7) days before the Voting Period, the Nominating Committee shall publicize by electronic mail and on the TMS PTO website the name of the candidates running for office, the date of the Voting Period, electronic voting instructions, and the instructions for obtaining and casting a paper ballot.

C. Objections to Election Procedure. Any objections to the conduct of the election shall be made in writing and submitted to the TMS PTO President. The President shall call a special meeting of the Executive Board to consider the objection.

D. Term of Office. The term of each officer shall be one (1) year, beginning on June 15 and ending on June 14 of each year, with the exception of the terms of the CFO and Treasurer/Bookkeeper, which shall each be for a term of two (2) years, and each term shall expire every other year. With the exception of the offices of President and Vice President, a person may be elected to the same or other office for more than one (1) term.

E. Vacancies. The Executive Board for the un-expired portion of the term shall fill any vacancy in office because of death, resignation or inability to serve. However, should a vacancy occur in the office of the President, the Vice President should immediately assume office.

## VII. EXECUTIVE BOARD.

A. General Powers. The Executive Board shall manage the affairs, activities and operation of the TMS PTO. No member of the Executive Board shall be personally liable for the debts, liabilities, or other obligations of the TMS PTO. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the TMS PTO.

B. Membership. The regular members of the Executive Board shall consist of the President, Vice-President, Middle School Representative, Elementary School Representative, Secretary, CFO, Treasurer/Bookkeeper, Membership Coordinator, Parliamentarian, Public Relations and Communications Coordinator, two (2) Faculty Representatives, and the Principal. The Immediate Past President and the chairpersons of all Standing Committees shall serve as ex-officio members and shall be entitled to vote.

C. Meetings. Regular meetings of the Executive Board shall be held during the year, the time to be established at the first meeting of the year. Special meetings may be called by the President or by a majority of the Executive Board. Adequate notice of all meetings shall be given to all members of the Executive Board and, in the absence of an emergency, at least seven (7) days in advance. When possible, notice of the meetings should be announced to all Regular Members of the TMS PTO. Any Regular, Voting, Faculty or Honorary Member may attend a meeting of the Executive Board, but shall not be entitled to vote on matters before the body. Such members may be allowed to raise questions during the Executive Board meeting which, at the discretion of the Executive Board may be answered immediately or at a later date.

D. Quorum. A majority of the regular members of the Executive Board shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be an act of the Executive Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

E. Voting. The act of the majority of the regular and ex-officio members of the Executive Board present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Board.

F. Ethics. Other than the Principal and Faculty Representatives, any Officer may be removed for cause of misfeasance or malfeasance at any time by a vote of two-thirds (2/3) of the Executive Board. The reasons for proposing the removal of an Officer for cause must be listed in the resolution calling for removal, a resolution which can only be introduced by another member of the Executive Board. Written notification of the proposed removal resolution, including the resolution itself, must be sent to all members of the Executive Board at least seven (7) days in advance of the meeting at which the vote on removal is to be held.

#### VIII. STANDING AND SPECIAL COMMITTEES.

A. Nominating Committee. The Immediate Past President shall serve as the Chairperson of the Nominating Committee. If the Immediate Past President is unable for any reason to serve as the Chairperson, the President shall appoint the chairperson, and the Immediate Past President shall be an ex-officio member of the Nominating Committee. The Chairperson shall select three (3) Voting Members of the TMS PTO to serve on the Nominating Committee at the beginning of each school year or no later than 90 days prior to the fourth General Membership Meeting of the year. The committee shall carry out its responsibilities, as specified in Section VI.

B. Other Standing Committees. The Executive Board may establish such other Standing Committees, as it deems necessary and advisable. The Executive Board shall document the establishment of any Standing Committee, including the date created, the purpose of the committee, the goals for the committee, and the initial chairperson(s). This documentation shall be made public for all TMS PTO members to review/access at any time. The President shall appoint the chairpersons of all Standing Committees. Those who chair Standing Committees shall serve as ex-officio members of the Executive Board. Only Voting Members may serve as chairpersons. The chairperson of each committee shall recruit the members for his or her committee. Any Voting, Regular, or Honorary Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

C. Special Committees. The President and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or at the conclusion of the school year, whichever occurs first. The President shall appoint the chairpersons of all Special Committees. Only Voting Members may serve as chairpersons. Any Voting, Regular, or Honorary Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports. The Executive Board shall document the establishment of any Special Committee, including the date created, the purpose of the committee, the goals for the committee, and the initial chairperson(s). This documentation shall be made public for all TMS PTO members to review/access at any time.

## IX. FINANCES.

A. Budget. The Executive Board shall present to the membership at the first Regular Meeting of the year a budget of anticipated revenue and expenses for the year for anticipated activities. This budget shall be used to guide the activities of the Executive Board during the year. Any substantial deviation from the budget must be approved in advance by the membership.

B. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the TMS PTO. The officers shall not have the authority, however, to enter into such agreements on behalf of The Museum School of Avondale Estates, nor should they hold themselves out as having such authority.

C. Loans. No loans shall be made by the TMS PTO to its officers and/or members.

D. Commercial Paper. The CFO or President shall sign all checks, drafts, or other orders for the payment of money on behalf of the TMS PTO.

E. Bank Deposits. The CFO shall deposit all funds of the TMS PTO to the credit of the TMS PTO in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits shall be made within a maximum of seven (7) business days from the receipt of the funds and/or orders of payment.

F. Capital Expenses. Any expenditure over \$250.00 for fixed assets or enhancements must be approved by a vote of the Executive Board.

G. Financial Report. The CFO shall present a financial report at each Executive and General Membership Meeting of the TMS PTO and shall prepare a final report at the close of the school year. Any federal and state tax or organizational business filings shall be completed by the CFO with approval of the Executive Board, and a report



of such filings and fees paid shall be documented in the CFO's final financial report. The Executive Board shall have the annual report and the accounts examined annually by an auditor or an informal audit committee, who, if satisfied that the CFO's annual report is correct, shall sign a statement of that fact at the end of the report.

#### X. MEMBERSHIP DUES.

A. Amount. The TMS PTO may authorize and collect membership dues to be used for the operation of the TMS PTO. Any change in the amount of the dues shall be approved by a vote of the Voting Members.

B. Financial Hardship. No Regular Member shall be denied the right to participate in the activities of the TMS PTO or to become a Voting Member due to financial hardship. The Executive Board shall establish a procedure for alternative payments or waivers to insure compliance with this policy.

#### XI. AMENDMENTS.

The Executive Board may alter or amend these bylaws at a regular or special meeting of the Executive Board, provided that written notice of the proposed changes and the intent to vote on the changes at the meeting was given to all members of the Executive Board. Notice may be given by postal mail, e-mail, or fax. Amendments must be approved by a two-thirds vote of those present, assuming a quorum. At any Regular or Special Meeting, the Voting Members may adopt new Bylaws.

#### XII. AUTHORITY.

If any part of these Bylaws shall conflict with the decisions, policies or procedures adopted by The Museum School of Avondale Estates Board of Directors, they shall be deemed null and void and the decision of The Museum School of Avondale Estates Board of Directors shall, in all cases, control.

These Bylaws were originally adopted by the membership by a majority vote during a meeting properly called in November 2010, and amended by a vote of the Executive Board in May 2013 and in February 2015, with all amendments to take effect immediately.