

DG COOLEY PANTHERS PTO BYLAWS

FOURTH REVISION – MAY 3, 2017

Article 1 – Name, Description and Purpose

Section 1 - Name. The name of this organization is the DG Cooley Panthers PTO (Panthers PTO). The principal office of the Panthers PTO is located at the Lower Campus of D.G. Cooley Elementary School, 240 Westwood Road, Berryville, VA 22611.

Section 2 - Description. The Panthers PTO is a nonprofit organization that exists for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3 - Purpose. The purposes of the Panthers PTO are to:

- Support and advance instruction and learning at both campuses of D.G. Cooley Elementary School;
- Promote morale and school spirit among students, parents, faculty, and staff;
- Encourage community involvement and support for students, teachers, and the school;
- Improve the environment school-wide through volunteer and financial support.

Article II – Membership

Section 1 – General Membership. General Members meet the following three criteria and constitute the voting membership of the Panthers PTO:

- A. She/he is the parent or guardian of a child currently enrolled at the Upper Campus and/or Lower Campus of D.G. Cooley Elementary School or is a member of the permanent faculty or staff of said school.
- B. She/he registers as a member of the Panthers PTO (see Article II.5 - Membership Data Collection).
- C. She/he is willing to uphold the policies and subscribe to the Bylaws of this organization.

Section 2 - Dues. In lieu of membership dues, each member is expected to support the organization through volunteer service and/or the contribution of ideas, and is expected to participate in PTO fundraising activities to the extent that she/he is able.

Section 3 – Membership Data Collection. In order to activate membership, every eligible member must confirm her/his membership in the Panthers PTO through online student registration or by providing the Panthers PTO with all of the following information:

- Name;
- Relationship to the enrolled child (e.g., “parent”);
- Child’s homeroom teacher and grade level;
- E-mail address and/or phone number (for communication purposes).

As a nonstock corporation in the state of Virginia, the Panthers PTO is required to collect and maintain accurate and current membership information. Membership lists and contact information will not be sold or shared outside of the organization.

Article III – Officers

Section 1 – Officers. The officers of this organization are President, Vice-President, Secretary and Treasurer. If deemed necessary or desirable, and in accordance with § 13.1-810 of the Virginia Nonstock Corporation Act, the Board of Directors (described in Article V) may, by majority vote, add an additional Vice-President position and/or an additional Secretary position. When two Vice Presidents are to be elected, one Vice President will serve as the Vice President of the Upper Campus and the other will serve as Vice President of the Lower Campus. When two Secretaries are to be elected, one will serve as Recording Secretary (“Secretary”) and the other will serve as Communications Secretary (“PR Secretary”).

Section 2 - Eligibility. General Members in good standing and able to fulfill the requirements of office may serve in elective positions.

Section 3 - Elections.

- A. Nominations for officers for the following school year will be solicited from the General Membership in March or April of the current school year. Parents of a child registered or pre-registered at D.G. Cooley Elementary School may be nominated. The Board will evaluate each nominee’s eligibility and fitness to serve. Once approved, nominees will be included on the ballot.
- B. Candidates who are willing and able to serve and uphold these Bylaws will be elected by a majority vote at a General Membership Meeting in April or May. Notice of a General Membership Meeting involving the election of officers will be given according to Article XI.3.A. One vote per parent/guardian will be accepted, regardless of the number of children in the home.
- C. The Board will agree on a fair process for absentee voting (which may or may not include ballots sent home in Friday Folders and/or electronic voting methods) that encourages voter participation among members. Members will be notified of the Board-approved process that will be used to collect votes outside of a General Membership meeting through fliers in two consecutive Friday Folders and/or by two e-mails, the first of which must be 10-60 (ten to sixty) days prior to the start of absentee voting.
- D. Ballots will be accepted and counted by an independent Election Committee comprised of one or more Board-appointed election officials. The designated election official(s) may not be current members of the Panthers PTO Executive Committee and may not be a nominee for office. The results of the election must be publicized within seven days of the meeting at which the vote was cast.
- E. New officers (for the following school year) are requested to attend the May and June Executive Committee and Board meetings in order to become familiar with the current Panthers PTO operation.
- F. Write-ins will be allowed. Successful write-in candidates must be evaluated and approved by the current Board prior to being confirmed to office.

Section 4 – Term. Each officer serves a term of one (1) year from July 1-June 30, unless she/he submits to the Board a letter of resignation. No member may hold more than one office at a time, though officers may chair a committee. With the exception of the Treasurer, no officer may hold the same office for more than three consecutive years unless there are no eligible members interested in holding the position.

Section 5 - Vacancy. A vacancy occurring midyear in any office will be filled for the unexpired term by any eligible Member who is able to fulfill the requirements of office, consents to serve and uphold the Bylaws, and is elected by a two-thirds (2/3) vote of the remaining members of the Board of Directors. For voting purposes, if the Board consists of five members, three votes will be considered sufficient for approval.

Section 6 – Removal. An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the remaining members of the Board of Directors. In the event of a tied vote, the President’s vote breaks the tie.

Section 7 – Order of Succession. In the event that the President is temporarily unable to serve or preside, the order of succession proceeds as follows: President, Vice President of the Lower Campus (if applicable), Vice President of the Upper Campus (if applicable), Treasurer, Recording Secretary (if applicable), Communications Secretary (if applicable).

Article IV – Duties of Officers

Section 1 - President. The President is the principal executive officer of the Panthers PTO. She/he oversees the affairs of the organization and presides over all meetings of the General Membership, Executive Committee, and Board. She/he serves ex-officio as a member of all committees and ensures that the purposes of the organization are achieved. She/he serves as the official representative of the Panthers PTO and is the primary contact for the school Principal.

Section 2 – Vice President. The Vice President(s) performs the duties of the President in her/his absence or inability to serve. The Vice President(s) acts as liaison between faculty, administration, and parents regarding Panthers PTO activities.

Section 3 – Secretary. When only one Secretary is elected, she/he performs the duties of the Recording Secretary and the Communications Secretary. The Recording Secretary ensures that—with the exception of financial documents—official and accurate records of the organization are retained. She/he takes and makes available minutes of all meetings and maintains the historical business records and administrative files of the Panthers PTO. The Communications Secretary conducts the general correspondence of the organization and distributes documents and information to the membership. She/he generates the monthly newsletter and provides appropriate notice of General Membership meetings.

Section 4 - Treasurer. The Treasurer serves as the custodian of the Panther PTO’s finances and follows all financial policies stated herein. She/he receives all money for the organization and keeps accurate records of receipts and expenditures. She/he will pay on time all bills as authorized by the organization and should be prepared to make a full and accurate financial

report at every meeting and at other times when requested by the Board. The Treasurer will routinely make back-up copies of the organization’s digital financial files. She/he will present a complete proposed budget at the May Executive Committee Meeting for the upcoming year and will modify it as necessary for approval at the June Board meeting. The Treasurer will file amended Bylaws with the appropriate State and Federal authority and is responsible for compliance with all State and Federal filings as it pertains to incorporation, tax-exemption, non-profit status, fictitious name certificate, and adherence to applicable Federal Tax Code.

Section 5 – Assumed Duties. The Board of Directors may, as desired, redistribute among officers or Committee Chairs the duties described in Sections 1-4 of this Article.

Article V– Board of Directors

Section 1 – Board of Directors. The Board of Directors (“Board”) consists of between four and six elected officers of the organization (as described in Article III, Section 1). Members of the Board serve until their successors are elected or appointed, unless they resign.

Section 2 - Duties. The Board of Directors guides the activities and initiatives of the organization to achieve the stated Purposes (Article I, Section 3) and ensures that these Bylaws are upheld. Activities include, but are not limited to, the following:

- Develop and adhere to the annual budget;
- Establish and appoint Committee Chairs to conduct the work of the Panthers PTO;
- Approve fundraising programs and ensure that they are achieved by the Fundraising Committee.

Section 3 – Board Meetings. Meetings of the Board will be held as needed to perform the business of the organization. For regular business, a majority of Board Members present constitutes a quorum. For actions requiring a vote of the Board (e.g., removing an officer, approving a budget, or filling a vacancy) an approved vote will be the affirmative of three out of four, three out of five, or four out of six of the currently elected Board members, whether present or not. Votes of members not present may be collected electronically. Special meetings may be called by the President or by a majority of the members of the Board. Notice of meetings may be given orally or by electronic transmission.

Section 4 – Annual Statement of Commitment. Each member of the Board will annually sign a statement (Appendix) that affirms the following:

- She/he is willing and able to perform the duties of her/his elected position;
- She/he has received, read, and understands the Bylaws;
- She/he has agreed to uphold and comply with the stated policies and Bylaws;
- She/he understands that the organization is of a charitable, service-oriented nature and must engage primarily in activities that accomplish one or more of its purposes.

Article VI – Committees

Section 1 - Description. Committees will be created when necessary or desirable to promote the objectives and carry on the work of the organization. Committee Chairs are General Members who consent to serve and who are appointed by a majority vote of the Board. Committee Chairs serve from July 1-June 30, or as necessary to achieve their directives, and will oversee a committee of interested volunteers from the General Membership.

Section 2 - General Responsibilities. Committee Chairs organize the activities of their committees and ensure that all public relations material and communication for their committee activities are properly approved, duplicated, and distributed. Prior to and following their events, Committee Chairs will update the rest of the Executive Committee for inclusion in Executive Committee meeting minutes.

Article VII – Executive Committee

Section 1 – Executive Committee. The Executive Committee consists of the Board of Directors, the Chairmen of the standing committees, the Principal of the school, and/or a teacher representative appointed by the Principal. An Executive Committee member serves until her/his successor is elected or appointed unless she/he submits to the Board a notice of resignation or she/he is relieved of her/his position by three out of four, three out of five, or four out of six affirmative votes of the Board.

Section 2 - Duties. The Executive Committee leads the activities and initiatives of the organization to achieve the stated Purposes (Article I, Section 3) and ensures that these Bylaws are upheld. Activities include, but are not limited to, the following:

- Overseeing committees to conduct the work of the Panthers PTO;
- Updating the Board on the progress of individual committees;
- Providing input to operational issues as requested by the Board.

Section 3 – Executive Committee Meetings. Meetings of the Executive Committee will be held at least once a month. A majority of Executive Committee Members present constitutes a quorum. Matters requiring a vote will be passed by a simple majority of affirmative votes of the Executive Committee Members who are present. Special meetings of this committee may be called by the President or by a majority of the members of the Executive Committee. Notice of Executive Committee Meetings will be given by electronic transmission or orally.

Section 4 – Annual Statement of Commitment. Each member of the Executive Committee will annually sign a Statement of Commitment (Appendix) that affirms the following:

- She/he is willing and able to perform the duties of the Chair position;
- She/he has received, read, and understands the Bylaws;
- She/he has agreed to comply with and uphold the stated policies and Bylaws;
- She/he understands that the organization is of a charitable, service-oriented nature and must engage primarily in activities that accomplish one or more of its purposes.

Article VIII – Indemnification of Officers and Volunteers

The Panthers PTO will indemnify officers and volunteers working on behalf of the Panthers PTO to the fullest extent of the law, as described in Chapter 10, Article 9 of the Code of Virginia. To protect the organization, the Board of Directors, and the Executive Committee, the Panthers PTO will maintain a liability insurance policy.

Article IX – Basic Policies

Section 1 - Scope. The Panthers PTO will not seek to direct the administrative activities of the school. Nor will the school administration or representatives expect this organization to perform services outside of the stated Purposes (Article I, Section 3). The Panthers PTO reserves the right to defer, decline, or cancel scheduled events should there be extenuating circumstances that make completion of the tasks impossible, including but not limited to unanticipated lack of funds, volunteers, resources, weather, etc.

Section 2 - Neutrality. This organization is non-discriminatory, non-commercial, non-sectarian, and non-partisan. It will not endorse a commercial enterprise or a political candidate. The name of the organization or the names of any members in their official capacities may not be used in connection with a commercial concern, or with any partisan interest, or for any other purpose than the regular work of the organization.

Section 3 – Cooperation. This organization may cooperate with other organizations that share a mutual purpose (such as other Parent-Teacher Organizations). With the exception of teacher- or administrative-based initiatives approved by the Board, members of the Panthers PTO will not promote, fund, or make commitments that bind the group.

Section 4 - Contracts. Authority to sign contracts is limited to the President or the President’s designee. Without unanimous agreement by all current members of the Board, no one may sign a contract that binds for the following year the school, the Panthers PTO, its members, or officers.

Section 5 – Records and Reports. Corporate records will be kept in accordance with §13.1-932 of the Virginia Nonstock Corporation Act. In addition to financial reports described in Article X, Section 3, minutes and records will be kept regarding all meetings and actions. A member list with contact information and appropriate voting class will be maintained. The following additional records will be kept in written form or a format readily converted to written form:

- A. Articles of Incorporation, amendments, and all other related or dependant documents;
- B. Bylaws and all amendments currently in effect;
- C. Resolutions adopted by the Board creating and related to classes of members;
- D. Minutes of all meetings for the last three years;
- E. The names and business addresses of the current officers;
- F. The most recent annual report delivered to the Virginia State Corporation Commission under §13.1-936 of the Virginia Nonstock Corporation Act, if applicable.

Article X – Financial Policies

Section 1 – Fiscal Year. The fiscal year is from July 1 to June 30.

Section 2 – Banking. All funds will be kept in a federally insured checking account in the name of the DG Cooley Panthers PTO at a local financial institution. All fund withdrawals require two signatures, and up to three members of the Board may be listed as signatories. Checks and monies received will be deposited within two business days.

Section 3 – Reporting. All financial activity will be recorded in a computer-based accounting system. The Treasurer will reconcile the account(s) monthly and will report all financial activity monthly.

Section 4 – Budget. The budget for the following fiscal year will be based on the amount fundraised in the current fiscal year. A complete proposed budget for the upcoming year will be presented for review and discussion at the May meeting of the Executive Committee and will be made available for comment to Panthers PTO members. A revised version will be presented and voted on at the June Board of Directors meeting. An affirmative vote of three out of four, three out of five, or four out of six Board Members constitutes approval.

Section 5 – Purchases and Reimbursements. Members may be reimbursed for purchases pre-authorized by the Board that help achieve the stated purposes of the organization. Purchases of supplies or services in excess of \$100.00 that are secured on behalf of the organization but were not discussed at a Board meeting require verbal or written approval by two or more Board members.

Section 6 – Ending Balance. The organization will leave a minimum of \$5,000 in the treasury at the end of each fiscal year.

Section 7 – Audit. The Treasurer's accounts may be audited at any time as requested by the President or stipulated by the applicable Federal Tax Code in effect at the time.

Article XI – General Membership Meetings

Section 1 – Frequency. General Membership meetings will be scheduled by the Board and will include one meeting within six weeks of the start of the school year and one meeting in April or May. Additional meetings may be scheduled by the Board as needed. In accordance with §13.1-839 of the Virginia Nonstock Corporation Act, special meetings of the General Membership may be called by the President, by majority vote of the Board, or by a petition of 1/20 of the members eligible to vote.

Section 2 – Record Date and Member List. The Board will set the record date for meetings. The Recording Secretary will prepare a list of members entitled to notice of the meeting according to §13.1-845 of the Virginia Nonstock Corporation Act. Eligible, previously unregistered Regular Members who return a valid registration form after the record date will—

upon confirmation of their identity, relationship to the school, and eligibility as voting members—be permitted to vote and will be added to the membership list.

Section 3 – Notice. Notice of meetings will be given by e-mail to members who have provided their e-mail address to the Panthers PTO and/or through a flier in the Friday Folders sent home with each child every Friday. As Friday Folders are the primary mode of communication between the school and parents, this mechanism will be deemed acceptable according to §13.1-810 and §13.1-852.1 of the Virginia Nonstock Corporation Act. When feasible, additional reminders will be included in the monthly Panthers PTO newsletter, and/or the Panthers PTO website, and/or on social media.

- A. For meetings to discuss regular business, notices will be provided in two successive Friday Folders, the first notice being given between 10 and 60 days prior to the meeting.
- B. For meetings including action on an amendment of the Articles of Incorporation, a plan for a merger, a proposal to sell assets outside of the regular course of business (pursuant to §13.1-900 of the Virginia Nonstock Corporation Act), or the dissolution of the corporation, the first of two successive notices will be given at between 25 and 60 days prior to the meeting.

Section 4 – Quorum. Those members present constitute a quorum for the transaction of business in any General Meeting of this organization. Planned votes regarding important issues that effect the future of the organization will be announced in advance.

Section 5 – Voting. One vote per registered/enrolled member is permitted. During the course of regular business at a General Membership Meeting, a voice vote will be used unless a member requests a written vote, except for when voting for officers as discussed in Article III.3. For non-election votes, a member who is unable to attend a General Meeting may vote in advance *in absentia* by contacting the Secretary in writing (hard copy or electronically) and providing his/her name, vote, and affiliation with the school (child’s name and homeroom). With the exception of amendments to these Bylaws (see Article XV), votes will be determined by a simple majority.

Article XII – Conflict of Interest Policy

To protect the interests of the Panthers PTO, Executive Committee members may not benefit financially, influentially, or receive other remunerations or compensations that are the result of activities or undertakings of the organization. Any gift or remuneration in excess of fifty dollars (\$50) made directly to an Executive Committee Member and that is the result of work involving the Panthers PTO will be disclosed and reviewed by the Executive Committee prior to acceptance.

Article XIII – Parliamentary Procedure

In the event that disruptive or counterproductive behavior ensues at any meeting, the President or presiding officer may by statement of intent enact use of Roberts Rules of Order Newly Revised as the authority for meeting conduct.

Article XIV- Dissolution

Section 1 - Consideration. The Panthers PTO will consider dissolution if:

- A. The organization is no longer able to fulfill its stated Purposes due to lack of funds, resources or other conflicts; or
- B. The Board proposes dissolution for submission to the voting members in accordance with §13.1-902 of the Nonstock Corporation Act.

Section 2 – Notice and Action. If dissolution is considered, notice of impending dissolution and a request for remedial action will be sent to the General Membership in adherence with §13.1-842 “Notice of Meeting” and described above in Article XI, Section 3B. If resolution to the consideration of Section 1A is not found by the end of the following fiscal year, the organization will dissolve. If dissolution is proposed by the Board for reasons other than inability to fulfill the organization’s purposes (e.g., D.G. Cooley Elementary School ceases to exist in its current identity, the county is rezoned, etc.), the decision to dissolve may be made by the combination of unanimous vote of the Executive Committee AND two-thirds (2/3) affirmative vote of every eligible Member on file.

Section 3 - Donation of Funds & Materials. Any remaining funds and material property belonging to the Panthers PTO will be donated to D.G. Cooley Elementary School to be used to support educational programs and classroom instruction. Method, degree, and direction of distribution of funds and materials will be determined by the school principal. In the event that D.G. Cooley Elementary School is unwilling or unable to receive the donation of funds and/or materials from the Panthers PTO, said funds and property will be donated to another 501(c)3 organization with purposes that align with the Panthers PTO purposes, such as, but not limited to, a qualified school or PTO. It will become the responsibility of the Treasurer or the highest ranking officer (see Article III, Section 7) to ensure that all proper dissolution documents are filed with the appropriate state and federal agencies.

Article XV – Amendments to the Bylaws

Section 1 - Procedure. These Bylaws may be amended at any General Meeting of this organization, provided proper notice of the meeting is given. A summary of amendments to the Bylaws will be provided to members in two consecutive Friday Folders and/or weekly e-mails, the first notice being given between 10-60 days prior to the announced vote. Proposed amendments will be accepted if they received an affirmative vote by two-thirds (2/3) of General Members, whether members vote in person or *in absentia*. A member who is unable to attend a General Meeting may vote in advance *in absentia* by contacting the Secretary in writing (hard copy or electronically) and providing his/her name, vote, and affiliation with the school (child’s name and homeroom).

Section 2 - Filing Amended Bylaws. The Treasurer will file amended Bylaws with the appropriate State and Federal authority.

The original Panthers PTO Bylaws were adopted on April 17, 2013.
First Revision was proposed on October 31, 2013 and accepted by vote of Membership on November 13, 2013.
Second Revision went into effect May 13, 2014 upon Incorporation with the State of Virginia.
The Third Revision was accepted by a vote of the General Membership on November 14, 2014.
This Fourth Revision was accepted by a vote of the General Membership on May 3, 2017.

APPENDIX – Statement of Commitment

Each member of the Board of Directors and/or the Executive Committee of the D.G. Cooley Panthers PTO will annually sign a statement of commitment that affirms the following:

- She/he is willing and able to perform the duties of her/his elected position;
- She/he has received, read, and understands the Bylaws;
- She/he agrees to comply with and uphold the stated policies and Bylaws;
- She/he understands that the organization is of a charitable, service-oriented nature and must engage in activities that accomplish one or more of its purposes.

I, _____, am able to perform the duties required of me and am committed to serve the Panthers PTO to the best of my ability.

1. _____ (initial) I have received, read, and understand the current Bylaws of the Panthers PTO.
2. _____ (initial) I agree to comply with and uphold the stated policies of the Panthers PTO and the Bylaws.
3. _____ (initial) I understand that the Panthers PTO is of a charitable, service-oriented nature and must engage in activities that accomplish one or more of its purposes.

SIGNATURE

PRINTED NAME

ELECTED OR APPOINTED OFFICE

DATE (MONTH/DAY/YEAR)