

**AMENDED AND RESTATED BYLAWS  
OF THE**

**PEARL S. BUCK PTO**  
Adopted as of May 2016

**Background**

The Pearl S. Buck PTO (referred to in this document as the “PTO”) is a nonprofit, nonstock corporation organized for the purposes of enhancing the educational experience of children who attend the Pearl S. Buck Elementary School (referred to in this document as the “School”).

The PTO is managed by a board of trustees (referred to in this document as the “PTO Board”) who are elected by the members of the PTO with voting rights.

This document is the Bylaws of the PTO. The Bylaws identify the membership of the PTO and outline the rights and obligations of the members, officers of the PTO, and trustees of the PTO Board.

**ARTICLE 1 - PURPOSE OF PTO**

- 1.01 Mission.** The PTO unites the support, energy and ideas of the parents of students who attend the School and the faculty of the School through programs and activities intended to enhance the educational experience and social development of children who attend the School. The PTO raises funds to pay for such programs and activities and also for the purchase of school equipment, supplies and other services not otherwise funded by the Neshaminy School District.
- 1.02 Qualification as Nonprofit, Tax Exempt Entity.** The PTO will undertake only those activities which are permitted to be undertaken by a nonprofit corporation exempt from Federal Income Tax within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE 2 - MEMBERSHIP**

**2.01 Members.**

(a) The PTO will have the following two groups of members:

- (1) Members with voting rights, consisting of the parents and legal guardians of each student attending the School, and
- (2) Members without voting rights, consisting of the faculty and non-faculty staff who work at the School.

(b) Membership commences (1) as to parents/legal guardians, as of the first date that their child attends class at the School, and (2) as to faculty and staff, as of their first date of employment at the School.

(c) Membership terminates (1) as to parents/legal guardians, as of the date they no longer have a child attending the School, and (2) as to faculty and support staff, as of their last date of employment at the School.

(d) Membership in the PTO, and the rights of a member, are not transferable or assignable.

- 2.02 No Membership Dues.** No membership dues or assessments shall be paid to participate in the PTO or to vote upon any matters that require vote by the membership.

- 2.03 One Vote Per Family.** Members who hold voting rights are allowed one vote per family, rather than one vote per student. (For example, a family who has three students in the School has only one vote, not three votes, in matters that require the vote of the members.)

### **ARTICLE 3 - MEETINGS OF THE MEMBERS**

- 3.01 General Meetings.** A general, regular meeting of the members shall be held at least two times during each school year, in (i) September or October and (ii) May or June. The PTO Board shall set the time and place for each meeting. The last regular meeting of the school year is the annual meeting, at which time the cumulative financial report for the school year shall be presented by the Treasurer.
- 3.02 Special Meetings.** A special meeting of the members may be called from time to time by the PTO Board. The PTO Board shall set the time and place for such meeting.
- 3.03 Notice of Meetings.** Unless otherwise stated in these Bylaws, written notice of each meeting of the members, general or special, stating the time, place and purpose for the meeting, shall be given at least ten days, but not more than forty-five days, prior to the date set for the meeting. Any deficiency in the notice of a meeting shall not, however, invalidate the results of any vote taken at that meeting.
- 3.04 Delivery of Notice by Flyer or Website.** Unless otherwise stated in these Bylaws, notice to members of meetings, general or special, shall be deemed given sufficiently if (a) posted on the PTO website, (b) sent home by flyer with students, or (c) stated in the School's monthly newsletter sent home with students.
- 3.05 Vote of the Members.** When the vote of the members is required by law, required under these Bylaws, or otherwise requested by the PTO Board, the affirmative vote of a majority of members with voting rights who are present at a duly convened meeting is required to approve the action requested. No quorum is required. Members may not vote by proxy.

### **ARTICLE 4 – OFFICERS**

- 4.01 Eligibility for Office.** Only members with voting rights may hold office.
- 4.02 Number.**
- (a)** The officers of the PTO consist of a President (or Co-Presidents), a Vice President – Major Fundraising Events, a Vice President - Communications, a Secretary, a Treasurer and a Grade Representative for each grade in the School.
  - (b)** Additional Interim Vice Presidents may be added to the PTO Board pursuant to any redistricting action by the Neshaminy School District which results in an assignment of any portion of another school's students to the Pearl S. Buck Elementary School. Such Interim Vice Presidents shall be members of the previous school's PTO Board and will be nominated by the officers of the previous school's PTO Board to serve a term of one year on the Board of the Pearl S. Buck Elementary School PTO. It is the responsibility of the previous school to determine whether the Interim Vice Presidents will be nominated by its PTO Board or elected by a vote of its general membership.
- 4.03 Election of Officers.**
- (a)** Elections of officers shall take place by written ballot, substantially following the election process set forth in Schedule 4.03 to these Bylaws. Candidates receiving the majority of the votes cast shall be declared the winner. If there is only one candidate running for an office, the votes of all members shall be deemed to have been voted in favor of each such candidate.

- (b) Regular elections will be held twice a year as needed to fill an open office, as follows:
- (1) One election will be held near the end of the school year (referred to in this document as the “Year-End Election”) for offices with terms expiring June 30 of that school year; and
  - (2) One election will be held at the first general membership meeting at the start of each school year (referred to in this document as the “First Meeting Election”) for offices then vacant.
- (c) A special election also may be held from time to time as necessary to fill a vacancy when required by Section 4.05. Special elections will be held at a special meeting of the members duly called for such purpose.

#### **4.04 Term; Resignation.**

- (a) Each officer is elected for one term of 2-years, adjusted as follows:
- (1) The term of an officer elected at a Year-End Election commences on the July 1 immediately after the Year-End Election and continues until midnight on June 30, twenty-four months later.
  - (2) The term of an officer elected at a First Meeting Election commences the day immediately following the First Meeting Election and continues until midnight on the day that the First Meeting Election is held at the start of the school year 2 years later.
  - (3) The term of an officer elected at a special election to fill a vacant office commences the day immediately following the special election and continues for the unexpired term of the office that had been vacant. If, however, the unexpired term remaining on the vacant office was less than 8 months, then the term of the newly elected office runs for the unexpired term plus one term of 2-years as if elected at a Year-End Election.
  - (4) The office of Grade Representative fulfills a 2-year term by stepping-up to represent the next grade level for the second year of the term, effective as of midnight on June 30 of the first year of the term. After the step-up, the term of office continues until midnight on June 30, twelve months later.
    - *For avoidance of doubt:* A person elected as the Kindergarten Grade Representative at the First Meeting Election serves a term as the Kindergarten Grade Representative and the 1<sup>st</sup> Grade Representative. S/he becomes the 1<sup>st</sup> Grade Representative on July 1 of the school year just concluded during which s/he served as Kindergarten Grade Representative and her/his term in office ends June 30 of the first grade school year. The person succeeding her/him in representation of the class as 2<sup>nd</sup> Grade Representative is elected at the Year-End Meeting.
  - (5) The term of the Treasurer continues beyond the June 30<sup>th</sup> termination date until the earlier of (A) August 1<sup>st</sup> or (B) such time as the President accepts from the Treasurer a final accounting for the school year just ended. The purpose in modifying the term of the Treasurer is to allow the Treasurer sufficient time to make a final accounting of all funds earned and expended during the school year just ended. The term of the newly-elected Treasurer commences immediately upon expiration of the outgoing Treasurer’s term.
  - (6) Any member running for the office of Treasurer must submit the volunteer clearances required by the Neshaminy School District, specifically including the Act 24 Arrest/Conviction Report and Certification Form and the Pennsylvania State Police Criminal Record Check (Act 34). The member must also complete the Federal

Criminal History Background Check (Act 114) if the member has lived outside of Pennsylvania in the past 10 years.

- (b) An officer may resign at any time by giving written notice to the PTO Board at least thirty days prior to the date s/he intends as the last day in office.
- (c) An officer may hold the same office for two consecutive terms if re-elected to that office pursuant to the election procedures discussed in Schedule 4.03.

#### **4.05 Vacancies.**

- (a) While any office is vacant, the PTO Board shall allocate the duties of the vacant office among the other PTO Board members as necessary to fulfill the responsibilities of the vacant office.
- (b) Except for the offices of President and Treasurer, the PTO Board may vote to leave an office vacant until a regular election is required to be held in accordance with these Bylaws.
- (c) If the PTO Board vote to fill a vacant office prior to a regular election, the PTO Board will hold a special election substantially in accordance with the process outlined in Schedule 4.03B for First Meeting Elections, but with vote taken at the special members meeting called for such purpose.
- (d) If the office of President or Treasurer becomes vacant, the PTO Board will elect a successor from the then current PTO Board members and the member elected will immediately assume the vacant office for the unexpired term remaining. The office left vacant by the member who assumed the office of President or Treasurer, as applicable, will be addressed in accordance with subsections (a) through (c) above. If, however, no member of the PTO Board agrees to assume the vacant office, then the PTO Board shall hold a special election substantially in accordance with the process outlined in Schedule 4.03B for First Meeting Elections, but with vote taken at the special members meeting called for such purpose.
- (e) Notwithstanding subsection (d), if Co-Presidents were in office and the office of one Co-President becomes vacant, the remaining Co-President assumes the full office of President.

#### **4.06 Office of President.**

- (a) Subject to the powers vested in the PTO Board, the President shall have general supervision of the affairs of the PTO and of committees approved by the PTO Board. The President shall preside at all meetings of the PTO Board and of the members at which s/he is present and exercise such other powers and duties as may be assigned by the PTO Board. (If no Co-President, the President will designate another member of the PTO Board to preside at any meeting which the President cannot attend.) The President shall be responsible for giving all notices to the members of meetings and as required for the election process by these Bylaws, and for review of all flyers related to PTO activities that are to be distributed to the members or otherwise used to market PTO events and for coordinating the principal's approval to same. The President, together with the Treasurer, shall prepare a budget for the school year and present the budget to the PTO Board for approval. The President, together with the Principal of the School, shall organize the calendar of events for PTO activities during the school year.
- (b) Two Co-Presidents may be elected to serve the office of President. At any time there shall be two Co-Presidents, each shall have one vote in matters requiring the vote of the PTO

Board. The Co-Presidents shall allocate the responsibilities of President between them as they agree and advise the PTO Board of their allocation of responsibilities.

- 4.07 Office of Treasurer.** The Treasurer shall have custody of all funds of the PTO, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget and expenditures from time to time authorized by the PTO Board and policies of the PTO Board from time to time in effect. The Treasurer shall present a statement of account at each PTO Board meeting and other times when requested by the PTO Board. The Treasurer shall have such additional powers and duties as may be assigned by the PTO Board. The Treasurer may be bonded, at the expense of the PTO, at the discretion of the PTO Board.
- 4.08 Office of Vice President – Major Fundraising Events.** The Vice President - Major Fundraising Events shall be responsible for administering and overseeing the PTO's major fundraising event of the school year and family dinner events. The Vice President – Major Fundraising Events shall have such other powers and duties as may be assigned by the PTO Board.
- 4.09 Office of Vice President – Communications.** The Vice President - Communications shall be responsible for the PTO's website and *Facebook* page and for the PTO's newsletter distributed periodically to the members. The Vice President - Communications shall compile the student directory if one is to be distributed to the members. The Vice President - Communications shall perform such additional duties as shall be assigned by the PTO Board.
- 4.10 Office of Secretary.** The Secretary shall keep (1) correct records of all meetings of the members and of the PTO Board and (2) a chronological book of PTO flyers and materials distributed to members during the school year for the purpose of keeping a history of the PTO's events and activities (and also orienting successor officers and trustees of the PTO Board). The Secretary shall perform such additional duties as shall be assigned by the PTO Board.
- 4.11 Office of Grade Representative.** Each Grade Representative shall be responsible for representing the interest of the grade they represent at all meetings of the PTO Board and for planning all PTO funded and/or sponsored activities for the grade they represent. Each Grade Representative shall have such other powers and duties as may be assigned by the PTO Board.

## **ARTICLE 5 - BOARD OF TRUSTEES**

- 5.01 Powers and Duties.** All corporate powers vested by law in the PTO as a corporation shall be exercised by, or under the authority of, a board of trustees (referred to in this document as the "PTO Board"), and the business and affairs of the PTO shall be managed under the direction of the PTO Board. Without limiting the foregoing, the PTO Board shall be responsible to:
- (a) approve an annual budget for the PTO;
  - (b) approve expenditures not contemplated by the annual budget or which exceed amounts included in the approved annual budget;
  - (c) approve the events and activities of the PTO during the school year;
  - (d) approve committees and committee chairs;
  - (e) determine the number of regular meetings of the PTO Board and of the general membership for the school year and set the date, time and place for each meeting;
  - (f) set the dates for election of officers by the members;
  - (g) adopt policies and procedures for the proper governance of the PTO Board and for the members; and
  - (h) cause to be filed any filings, renewal applications, certifications or other information necessary to maintain the PTO's corporate existence in good standing, to cause income and any other taxes to be reported timely, and to preserve the PTO's tax exempt status once obtained (or otherwise cause income taxes to be paid timely to avoid the application of penalties and interest).

**5.02 Number and Term of Trustees.**

- (a) The PTO Board shall consist of the elected officers of the PTO (including officers elected to fill a vacancy at any time) and the Principal of the School.
- (b) The term of service for each trustee, other than the Principal, runs concurrently with the term of office held by such trustee as an officer of the PTO.
- (c) Each person who is the Principal of the School serves as trustee for so long as s/he is the principal of the School.

**5.03 Faculty Advisors.** One or two members of the faculty of the School designated by the Principal shall serve as faculty advisors to the PTO Board. Faculty advisors have no voting rights with respect to matters requiring the vote of the PTO Board, and their presence at meetings of the PTO Board shall not be included for purposes of determining whether a quorum is present.

**5.04 Meetings.**

- (a) **Regular Meetings.** Regular meetings of the PTO Board shall be held at least monthly during the school year, with more frequent meetings as necessary to carry out effectively the business and affairs of the PTO. The dates, time and location of each meeting shall be voted by the PTO Board and posted on the PTO website for view by the members. Posting a meeting schedule on the website shall be sufficient notice to all trustees; otherwise, notice of each regular meeting shall be given to the PTO Board by the President no less than five prior to the date set for the meeting.
- (b) **Special Meetings.** Special meetings of the PTO Board may be called by the President or by two or more trustees of the PTO Board from time to time, whenever there is business that must be acted upon before the next regularly scheduled meeting. Notice of special meetings shall be given to the PTO Board by the President no less than three days prior to the day set for the meeting and shall identify the business to be transacted at the special meeting. No business may be transacted at a special meeting that was not identified in the notice of such meeting unless all trustees are present at such meeting. All other requirements of regular meetings are in effect for special meetings.
- (c) **Waiver of Meeting Notice.** The notice requirements contained in these Bylaws may be waived by any trustee who is present at a meeting. All waivers shall be made part of the minutes of the meeting.
- (d) **Action in Lieu of a Meeting; Vote by Email.** Any action required or permitted to be taken by the PTO Board may be taken without a meeting if all trustees of the PTO Board consent to such action in writing, including consent by email. Such written consent shall be made a part of the minutes of PTO Board meetings. Action by written consent, including consent by email, shall have the same force and effect as the vote of trustees at a duly convened meeting.
- (e) **Action by Telephone.** Meetings of the PTO Board may be held by telephone conference call, and trustees may participate in any meeting of the PTO Board by telephone conference call rather than by being present in person *provided that* all trustees attending the meeting in person and by telephone can hear directly all communications of the trustees participating in any such meeting.

**5.05 Quorum; Required Vote.** Trustees may not be present by proxy or vote by proxy. A quorum of at least 7 trustees is required for the transaction of business at any meeting of the PTO Board, whether trustees are present in person or by telephone conference as permitted above. A

majority vote of the trustees present at any meeting where the required quorum is present shall approve matters to be voted by the PTO Board, except where a higher percentage vote expressly is required by these Bylaws.

- 5.06 Member Attendance at PTO Board Meetings.** Any member of the PTO may attend a meeting of the PTO Board, other than executive sessions, as long as they have notified the President at least three days prior to the meeting. The President may reschedule the date of such meeting or change the location of such meeting if necessary to accommodate the number expected to be in attendance.
- 5.07 Member Agenda Items.** The agenda of any member of the PTO may be added to the PTO Board meeting agenda, as long as the member has notified the President at least three days prior to the meeting. The President may postpone the member's agenda to the next regularly scheduled meeting of the PTO Board.

## **ARTICLE 6 - COMMITTEES**

### **6.01 Committees.**

- (a) Committees may be formed by vote of the PTO Board as the PTO Board deems necessary or appropriate to carry out the activities of the PTO.
- (b) Only the members of the PTO may serve on committees.
- (c) The President need not be a member of a committee, but will be the PTO Board's liaison with the committee and responsible for overseeing the activities of the committee and ensuring that the chair or co-chairs of the committee are familiar with all applicable policies and procedures adopted by the PTO Board (including, without limitation, the Conflicts of Interest Policy). The President will report the progress of each committee to the PTO Board as appropriate at monthly PTO Board meetings.
- (d) The chair or co-chairs of a committee will be selected by the President or, at the President's option, by majority vote of the committee members. The chair or co-chairs so selected must be approved by the PTO Board.
- (e) Committees will operate in accordance with all policies adopted from time to time by the PTO Board, including without limitation the Conflicts of Interest Policy.

### **6.02 Chair Persons.** The chair or co-chairs of each committee will be responsible to:

- (a) Obtain from the President a budget for the activities of their committee that has been approved by the PTO Board, and conduct the activities of their committee without exceeding the approved budget. The PTO Board shall not be required to reimburse or pay expenses which exceed the budget approved for a committee unless the over-budget expenditure is approved by majority vote of the PTO Board.
- (b) Report the progress of their committee's activities to the President as frequently as requested by the President.
- (c) Obtain the prior approval of the President and of the Principal to all flyers and other written communications to be distributed to the members or otherwise distributed to market PTO activity before distribution or use.
- (d) Provide a copy to the Secretary of all flyers or other written materials distributed to the members or otherwise distributed to market the PTO activities of their committee.
- (e) Maintain for the PTO Board a committee folder – in paper or electronic format - that includes an event description, budget, actual expenditures, timeline, copies of flyers

marketing the event and all other communications with parents, and list of resources used or needed to facilitate a successful event. The purpose of the committee folder is to serve as a record of the event for the PTO Board and also provide information to facilitate the transition of the committee's responsibilities when necessary. The committee folder is the property of the PTO Board.

- 6.03 Committee Meetings.** Committee meetings will be held as necessary, at the determination of the chair or co-chairs of the committee. The chair or co-chair will be responsible to call committee meetings.

## **ARTICLE 7 - STANDARD OF CARE; PERSONAL LIABILITY**

### **7.01 Standard of Care.**

- (a) Each trustee, officer, and chair/co-chair of a committee approved by the PTO Board stands in fiduciary relation to the PTO and is obligated to perform her/his duties, in good faith, in a manner the s/he reasonably believes to be in the best interests of the PTO, and with such care as a person of ordinary prudence would use under similar circumstances. Among the factors to consider when evaluating the best interests of the PTO are the effect of any action upon the students and faculty of the School, upon the Neshaminy School District as a whole, and upon the PTO's ability to qualify for tax exempt status.
- (b) In performing her/his duties, each trustee, officer and chair/co-chair of a committee approved by the PTO Board shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following (as applicable):
  - (1) Legal counsel, public accountants or other persons engaged by the PTO Board as to matters which s/he reasonably believes to be within the professional or expert competence of such person.
  - (2) Officers of the PTO, whom s/he reasonably believes to be reliable and competent in the matters presented.
  - (3) In the case of a trustee, a committee approved by the PTO Board upon which the trustee does not serve, as to matters within the committee's designated authority.

- 7.02 No Personal Liability; Reliance.** Each person who acts as a trustee, officer or chair/co-chair of a committee approved by the PTO Board shall be deemed to be doing so in reliance upon the understanding the s/he shall not be personally liable to the PTO or the PTO members (or any member) for monetary damages for any action taken, mistake or error in judgment, or failure to take action, unless (a) s/he has failed to perform his/her fiduciary duties required under these Bylaws, and (b) such failure to perform constitutes self-dealing, willful misconduct or recklessness.

## **ARTICLE 8 - INDEMNIFICATION**

### **8.01 Scope of Indemnification.**

- (a) Subject to the limitations set forth in this Article, an indemnified party (as defined below in Section 8.02) shall be entitled to indemnification from the PTO, from and against any liability (as defined below in Section 8.02) in connection with any proceeding (as defined below in Section 8.02) in which such indemnified party may be involved by reason of the fact that s/he is or was serving as a trustee, officer or chair/co-chair of a committee approved by the PTO Board, including, without limitation, liabilities resulting from any actual



or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability.

- (b) Indemnification shall not be available for proceedings initiated by an indemnified party (other than counterclaims or affirmative defenses) or in which the indemnified party intervenes.
- (c) Indemnification also shall not be available in cases where (1) indemnification is expressly prohibited by applicable law, or (2) the conduct of the indemnified party has been finally determined by a court of competent jurisdiction, either: (A) to constitute willful misconduct or recklessness within the meaning of 15 PA C.S. 513(b) and 1746(b) and 42 PA C.S. 8365(b), or any superseding law sufficient in the circumstances to bar indemnification against liabilities arising from conduct; or (B) to be attributable to the receipt by such person from the PTO of a personal benefit to which s/he is not legally entitled.
- (d) All claims for indemnification shall be limited to the assets of the PTO (after payment of outstanding expenses), and no assessment shall be made or permitted against the members if the assets of the PTO are insufficient to fund fully the indemnification claim, nor shall the PTO Board be obligated to undertake fundraising activities in order to raise funds to satisfy the indemnification claim.
- (e) In an effort to meet the expectation of an indemnified party without causing the depletion of assets of the PTO, the PTO Board shall have the option to pay an indemnified party's claim for indemnification over a period of time not to exceed 10 years. Staging payment in this manner will allow the PTO to continue its regular activities for the benefit of the students of the School (including the purchase of electronic and other equipment not readily provided by the Neshaminy School District) and also provide the accommodation of offering indemnification to indemnified parties. This subsection shall not apply, however, if the indemnified claim is fully covered by insurance.
- (f) If the PTO Board elects to pay an indemnification claim over time:
  - (1) An annual payment will be made within forty-five days after each school year concludes (thereby allowing time for a final accounting of income and expenses for the school year to be completed).
  - (2) Unless otherwise agreed by the PTO Board and indemnified party, the annual payment will be 50% of the net revenue earned by the PTO for the school year just concluded. If, however, more than one party has an unpaid indemnification claim, the payment authorized by the preceding sentence shall be allocated among the outstanding claims in proportion to the outstanding claims.
  - (3) Interest will accrue on unpaid amounts at a *per annum* rate equal to the interest rate earned on final judgments in Bucks County as of the date the indemnification claim is determined.
  - (4) The annual payments will be made over the 10-year period only until such time as the indemnification claim plus accrued interest is paid. If an indemnification claim has not been fully paid by the end of the 10-year period, the PTO will not be obligated to make any further payment or to pay the unpaid balance.

**8.02 Definitions Used in Article 8.** For purposes of this Article 8, the following definitions apply:

- (a) **“indemnified party”** means any and all trustees and officers of the PTO and any and all chairs or co-chairs of committees approved by the PTO Board.
- (b) **“liability”** means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, legal fees and disbursements, and other related costs or expenses.

- (c) **“proceeding”** means any threatened, pending or completed lawsuit, appeal, or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by, or in the right of the PTO or otherwise.

- 8.03 Reliance.** Each person who acts as a trustee, officer and chair/co-chair of a committee approved by the PTO Board shall be deemed to be doing so in reliance upon the rights provided in this Article. The rights granted pursuant to this Article shall inure to the benefit of the heirs, executors, administrators, and personal representatives of each indemnified person.
- 8.04 Interpretation.** The provisions of this Article are intended to constitute bylaws authorized by 15 PA C.S. 513 and 1746 and 42 PA C.S. 8365.

## **ARTICLE 9 - MISCELLANEOUS**

- 9.01 No Compensation.** No trustee, officer, chair or co-chair of a committee or faculty advisor shall receive compensation, directly or indirectly, for his/her services for the PTO. Reasonable expenses actually incurred by a trustee, officer, chair/co-chair, or faculty advisor in services provided for the PTO, however, may be reimbursed in accordance with the policy of the PTO Board for reimbursement of expenses.
- 9.02 Fiscal Year.** The fiscal year of the PTO begins January 1 and ends on December 31. If, however, the PTO's qualification as a nonprofit corporation exempt from Federal Income Tax within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, permits the PTO to re-establish its fiscal year to track more closely to each school year (e.g., a fiscal year with a beginning date of August 1 and ending date on July 31 of the following year), the PTO Board may vote to implement such an amendment of these Bylaws and no further vote of the members shall be required.
- 9.03 PTO Records.**
- (a) All records of meetings of the PTO membership and PTO Board, and all committee folders maintained by committee chairs, may be maintained electronically or in paper format.
  - (b) Members have the right to review the minutes of meetings of the general membership of the PTO and of the PTO Board (other than the minutes of executive sessions of the PTO Board) and to audit the financial records of the PTO at any time by making a written request to the President. With reasonable promptness following receipt of such notice, the President will coordinate a date and time during School hours for such review. A trustee or officer of the PTO has the right to be present during such review.
  - (c) Records will be made available for review only at the main office of the School (including temporary access to electronic records). All records are the property of the PTO, and photocopying is not permitted. Any review or audit costs are the responsibility of the member reviewing or auditing the PTO records.
- 9.04 Amendments.**
- (a) These Bylaws may be amended by the affirmative vote of two-thirds of all trustees on the PTO Board. No action shall be taken to amend any Bylaws unless written notice of the proposed amendment is given at least five days prior to the meeting at which vote on the proposed amendment will be taken.
  - (b) Amendments approved by the PTO Board shall be ratified by the majority vote of members with voting rights present at a meeting called for such purpose or at a general meeting as long as notice of the amendment was provided to members in advance of the general meeting.

- (c) Any repeal or modification of Articles 7 and 8 shall be prospective only and shall not affect any rights or obligations then existing.

**9.05 Dissolution.** The PTO may be dissolved at any time by the affirmative vote of two-thirds of all trustees on the PTO Board. The vote to dissolve the PTO shall be ratified by the majority vote of members with voting rights present at a meeting called for such purpose or at a general meeting as long as notice of the vote to dissolve was provided to members in advance of the general meeting. If dissolution is so approved or otherwise required by law, the assets of the PTO, after payment of outstanding expenses, shall be distributed as provided in the PTO's Articles of Incorporation.

**9.06 Miscellaneous – Calendar Days.** All references to "days" in these Bylaws and Schedule 4.04 to these Bylaws are calendar days. If, however, a performance deadline should fall on a day when the School is not open for classes any reason, the deadline shall be extended to the first day that the School is open for classes.

***\* \* \* End of Bylaws; Schedules Begin \* \* \****

## **SCHEDULE 4.03 – ELECTION PROCESS**

### **A. Year-End Elections – Offices with Terms Expiring at the End of a School Year**

1. On or prior to April 30<sup>th</sup> of each school year (but no sooner than April 1<sup>st</sup>), notice will be given to the members of the officer positions that are open for election at the end of such school year (such notice is referred to in this document as the “Election Notice”). A date will be stated in the Election Notice (such date is referred to in this document as the “Nomination Deadline”), as the deadline by which members interested in running for office must submit their Candidate Information (described in #2 below) to be eligible to run for office. The Nomination Deadline must be at least one week from the date the Election Notice is given.
2. Candidates seeking to run for office are required to submit the following information in writing (referred to in this document as the “Candidate Information”):
  - (a) Name;
  - (b) Grade of child or children in the School;
  - (c) Office the candidate seeks to hold (only one officer position can be identified);
  - (d) If running as Co-President, the name of the person who is their running-mate as Co-President;
  - (e) Address, telephone number and, if available, email address; and
  - (f) A brief statement advising of the candidate’s qualifications or interest in holding office.

***NOTE: A person’s submission of the Candidate Information is that person’s consent for all of the Candidate Information (other than address, telephone number and email address) to be posted on the PTO website until the election is held or otherwise made available for review by the members to introduce the candidates running for office.***

3. The Candidate Information will be accepted only by deposit by the candidate in a designated lockbox to be located in the main office of the School. Candidates are encouraged to use the form provided by the PTO for submitting the Candidate Information, but using the PTO form is not necessary as long as all of the Candidate Information is provided in writing.
4. All of the Candidate Information must be received no later than the Nomination Deadline for a member to be listed as a candidate on the election ballot.
5. No later than 2 days after the Nomination Deadline, a trustee from the PTO Board will contact candidates who submitted Candidate Information to verify their interest in running for office. A candidate may, when contacted by the PTO Board, notify the trustee that they wish to run for a different office. If a candidate is not contacted by the PTO Board within this timeframe (*i.e.*, no later than 2 days after the Nomination Deadline), the candidate must ***notify the Principal by email*** no later than 3 days after the Nomination Deadline that s/he submitted Candidate Information to run for office, but was not contacted by the PTO Board. Candidates who address the absence of their nomination timely will be included on the election ballot. Candidates who do not address the absence of their nomination within this timeframe will not be included on the election ballot.
6. The PTO Board will prepare a roster of all candidates who have timely submitted complete Candidate Information (referred to in this document as the “Candidate Roster”). A candidate who submitted for the office of Co-President without designating a running-mate will be listed as running for President.
7. The Candidate Roster, along with each candidate’s Candidate Information (other than address, telephone and email address), will be made available to the members for review prior to the election. If posted on the PTO website (until the election is held), a copy also will be available for review in the main office of the School.
8. No additional candidates for an office will be added to the ballot by floor nomination or otherwise.

9. In accordance with Section 4.03 of the Bylaws, if there is only one candidate for an office, that candidate will be declared winner of the election.
10. If there is no candidate for an office (or if all candidates for an office have withdrawn their candidacy prior to the election) and the person currently serving in such office agrees to continue in office, that officer shall be deemed re-elected by the members for a term of 1-year in accordance with Section 4.03 of the Bylaws. If such officer declines to continue to serve:
  - (a) New notice will be given to the members advising that (i) no candidate is running for the open office and (ii) stating a new deadline (such date also is referred to in this document as the "Nomination Deadline") for any member interested in running for such office to submit Candidate Information. When the open office is a Grade Representative position, notice of that open position may be given only to parents who would be eligible to run for that office of Grade Representative.
  - (b) The steps outlined above in Sections 3, 4 and 5 will be followed to allow for the PTO Board to verify each candidate interested in running for office and to allow for candidates to alert the PTO if the candidacy was not confirmed by the PTO Board no later than 2 days after the Nomination Deadline.
  - (c) If only one candidate is on the ballot for an office, the vote of all members will be deemed voted for that candidate in accordance with Section 4.03 of the Bylaws.
  - (d) If an office still has no candidate after this additional notice, (i) the Year- End Election will proceed without vote for that office, and (ii) the election of such office will be deferred to take place at the First Meeting Election in accordance with Part B below.
11. A written ballot will be prepared by the PTO Board listing the names of all candidates from the Candidate Roster who have not withdrawn from consideration prior to the election date. The ballot will be presented for vote by the members at the School during two sessions: (a) an AM session during the school day and (b) a PM session during the evening of the same school day. The PTO Board will determine the date of the election and voting times of each session. If notice of the scheduled election date and voting times was not included in the initial Election Notice, such information will be given to the members at least five days prior to the scheduled date for the election. Such notice may be (a) sent home to parents by delivery to students or (b) posted on the PTO website.
12. Trustees of the PTO Board who are not running for office and the Principal will administer the election process. Members who are not running for office and faculty also may be enlisted by the Principal to assist the election process.
13. To ensure that members exercise only one vote per family, a member seeking to vote will need to "check-in" at the location within the School designated for voting, at which time the member will receive an election ballot and the family name of the member will be crossed-off from the member list as having received an election ballot. Members may be requested to show reliable identification prior to receiving a ballot if not personally known to any of the persons administering the election ballots.
14. To vote, a member will hand the completed ballot to a person administering the election who will then mark the ballot with a legend unique to the AM or to the PM voting sessions (such as color stamp). Only ballots which have the authorized legend will be counted.
15. The Principal and faculty advisors to the PTO Board will count the votes, either the same evening of the election or during the next regular School day. The Principal may enlist additional members of the faculty to assist in counting the votes.

16. The names of those elected to office will be posted on the PTO website.
17. Should two or more candidates for the same office receive equal votes, a run-off election will be held at the last general meeting of the members during the school year (or at the First Year Election if no general meeting is to be held), as follows:
  - (a) Notice of the run-off election will be posted on the PTO website along with the names of the candidates who received equal votes.
  - (b) The notice to the members announcing the meeting also will (i) state that a run-off election for the open position(s) will be held at the meeting as the first order of business, and (ii) list the names of the candidates involved in the run-off election. Candidate Information for the candidates in the run-off election will be made available for review at the members meeting prior to the vote.
  - (c) A written ballot will be prepared for the meeting by the PTO Board that lists only the names of the candidates who received equal votes and who have not withdrawn from consideration prior to the general members meeting. No additional candidates for an office will be added to the ballot by floor nomination or otherwise.
  - (d) As the first order of business at the members meeting, the run-off election will be held. If, at the time of the President's call for the run-off election, only one candidate remains on the ballot for an office, the vote of all members will be deemed voted for that candidate in accordance with Section 4.03 of the Bylaws. Otherwise, written ballots will be given to members attending the meeting, in accordance with the "check-in" procedures of the regular election described above in Section 13.
  - (e) Completed ballots accepted at the meeting will be marked with a legend unique to that meeting (such as a color stamp) when the ballot is collected. Only ballots which have the authorized legend will be counted.
  - (f) No ballots will be accepted after the last call for ballots by the President. Completed ballots will be counted at the meeting, and the candidate receiving the majority of the votes of the members at such meeting will be declared the winner.
  - (g) If two or more candidates again receive equal votes in the run-off election, a new vote by ballot will be taken at the same meeting (repeating the procedures set forth above) until such time as one candidate receives the majority of the votes of the members voting at such meeting.
18. A run-off election will not be required if two individuals receive equal votes for the office of President (*i.e.*, no candidate team running for Co-President is involved in the tie). In such case, those elected by equal vote will serve as Co-Presidents. Should either decline to serve as a Co-President, however, then the other person will be deemed the winner of the election.
19. The names of all officers elected (whether at the original election or at a run-off election) will be read into the minutes of the meeting.

**B. First Meeting Election – Offices that are Vacant at Start of School Year**

1. The office of Grade Representative for Kindergarten and any other office then vacant will be elected at the first general members meeting of each school year.
2. Notice of the open officer position will be given to the members promptly upon the start of the school year (such date also is referred to in this document as the "Election Notice"). When the open office is a Grade Representative position, notice of that open position may be given only to parents who would be eligible to run for such Grade Representative.

3. A date will be stated in the Election Notice (such date also is referred to in this document as the "Nomination Deadline"), as the deadline by which members interested in running for office must submit their Candidate Information (described above is Section A.2) to be eligible to run for office. The Nomination Deadline must be at least one week from the date the Election Notice is given.
4. The PTO Board will prepare a roster of all candidates based on those who submitted their Candidate Information (also referred to in this document as the "Candidate Roster") prior to the Nomination Deadline. The Candidate Information (other than address, telephone number and email address) for each candidate on the Candidate Roster will be available for review prior to vote at the general members meeting.
5. If there shall be only one candidate running for an open office, the votes of all members present shall be deemed to have been voted in favor of such candidate in accordance with Section 4.03 of the Bylaws, and that candidate will be elected to the open office.
6. If more than one candidate is running for office, vote will be held by written ballot at the meeting, following the voting process for run-off elections set forth in Part A. The candidate receiving the majority of the votes of the members at such meeting will be declared the winner.
7. If two or more candidates receive equal votes, a new vote by ballot will be held at the same meeting until such time as a candidate receives the majority of the votes of the members voting at such meeting. The voting process for run-off elections set forth in Part A will be repeated for each vote.
8. The name of each person elected to an open office will be read into the minutes of the general members meeting as the next order of business.