

# BYLAWS OF HARTWOOD ELEMENTARY PTO, INC.

Revised May 2017

## ARTICLE I. NAME

The name of this organization is "Hartwood Elementary PTO, Inc." The accepted abbreviation of the name is "HPTO."

## ARTICLE II. PURPOSE

The HPTO is a volunteer, nonprofit parent/teacher organization. Its purpose is to support the educational process at Hartwood Elementary School ("Hartwood").

## ARTICLE III. MEMBERSHIP

- a. **Qualification.** Individual membership and enrollment shall be open to parents/guardians of children attending Hartwood, and Hartwood teachers, staff, and administrators who have paid annual membership dues. Payment of dues constitutes a member's agreement to uphold the HPTO bylaws and policies and establishes an active membership.
- b. **Enrollment.** HPTO may enroll members at any time. Membership is valid for the current school year only.
- c. **Annual Dues.** HPTO may set an annual membership fee. Membership dues must be paid in full to be eligible to vote, to serve in any elected or appointed position, and to serve as a committee chair or member.
- d. **Conflict of Interest.** Any HPTO member who has any proprietary or ownership interest in any entity that does business with or contracts with the HPTO must disclose such interest in writing to the Board of the HPTO ("Board") and shall be precluded from voting on any matter related to such entity. Moreover, members with a conflict of interest may not influence or attempt to influence any decision, opinion, or vote.

Members may not accept gifts in connection with any work of HPTO; and may not directly or indirectly receive any monetary benefit in exchange for any decision, opinion, or vote. Additionally, volunteers may not receive anything in exchange (e.g. products, compensation, waiver of fees, etc.) for being a committee chair, assistant chair, or committee member.

- e. **Revocation of Membership.** Membership privileges of members who violate HPTO bylaws or policies, school or district policies, local, state, or federal laws applicable to the operations of HPTO may be revoked.

## ARTICLE IV. THE BOARD

- a. **Officers.** The Board shall be comprised of five (5) elected officer positions, and one (1) non-voting, appointed, position ("Officers"). Elected officers are President, Vice President/President Elect, Secretary, Treasurer and General Director. A Webmaster is an appointed, non-voting, member of the Board.
- b. **Qualifications.** Officers must be current members of the HPTO. The President and Vice President/President Elect shall have been members of the HPTO for at least one (1) year immediately preceding the year of her/his nomination for office. No officer shall serve more than two consecutive terms (see terms of office below) in the same office.
- c. **Duties.** The Board shall conduct the business of HPTO in accordance with the Bylaws and policies of the HPTO. It shall form standing and special committees, present a report to the general membership at each general membership meeting, approve payment of routine bills, and approve all committee plans and budget expenditures in accordance with the Bylaws.

The Board must submit a yearly financial report to the membership. Such report shall be based upon the Treasurer's statement of all receipts and expenditures made to the Board as outlined herein.

The Board shall review the Bylaws at least once every five (5) years to ensure that the Bylaws are current and relevant.

Each exiting board member shall provide the new board member all materials relating to that office and orient the new board member as to the duties of the office, prior to the start of the new term.

- i. **President.** The President shall preside at all meetings of the general membership and of the Board, shall coordinate the work of the other officers, and assist committee chairs as a member of all committees. The President is responsible for the second signature on the HPTO checking account.
- ii. **Vice President/President Elect.** The Vice President/President Elect, in the absence of the President, shall perform the duties of President. The Vice President/President Elect shall perform other duties as assigned by the President. The Vice President/President Elect after having served for one (1) year shall automatically become President of the HPTO.
- iii. **Secretary.** The Secretary shall record and maintain Minutes of all board and general membership meetings and shall maintain those records along with all other appropriate corporate records in the corporate record book.
- iv. **Treasurer.** The Treasurer shall receive and maintain all corporate funds, shall keep a full and accurate account of receipts and expenditures, shall make disbursements as authorized by the President, Board or membership, shall make financial reports at Board and general membership meetings as requested, shall assist the Board in preparing and proposing an annual Budget, shall prepare and present an annual report at the September general membership meeting of the prior year's total income and expenditures, shall provide the Secretary with a written copy of the annual report and approved annual Budget to be kept in the corporate record book, and shall file all required tax returns and forms.
- v. **General Director.** The General Director shall perform duties as assigned by the President, and

assist committees and events as needed and as requested by committee chairpersons and the Board.

- vi. **Webmaster.** The Webmaster shall be responsible for the maintenance and upkeep of the HPTO Web page. Information shall include, but not be limited to, meeting minutes, meeting information, and corporate records. The Board shall authorize all information posted to the HPTO Web page.
- d. **Impeachment.** Any Officer not performing his/her duties to the satisfaction of the organization may be impeached from office by a two-thirds majority vote of the members present at a general membership meeting. A quorum of at least eleven (11) members is required for a vote of impeachment.
- e. **Limits of Liability.** Members of the Board shall not be personally liable for the debts, liabilities, or obligation of the HPTO. Board members shall be indemnified by HPTO to the fullest extent permissible under the laws of this Commonwealth.

Except as may be otherwise provided under provisions of law, the members of the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

## ARTICLE V. COMMITTEES

- a. **Creation and Elimination.** The Board may create standing and special committees as it deems appropriate. The Board shall appoint a chairperson to serve each committee for one (1) year, beginning July 1<sup>st</sup> and ending June 30<sup>th</sup>. No chairperson may serve more than 3 consecutive terms. The Board may replace an appointed chairperson at any time, by majority decision of the Board. A standing or special committee may be eliminated from the committee list by majority decision of the Board. The Board must publish an updated list of committees, appointed committee chairs, and a calendar of event dates at the start of each new school year.
- b. **Committee Chairs.** HPTO members in good standing can qualify for appointment to chair a committee.

All committee chairpersons shall maintain a log of their committee activities and notes during their term. Each exiting chairperson shall provide the new chairperson or the Board all materials relating to that office and orient the new chairperson as to the duties of the office.

- c. **Committee Business.** The president and school principal may serve on any or all committees. All committee plans and budget expenditures must be pre-approved by the board at least 30 days prior to the event. Purchase order requests must be presented to the board in writing. Committees shall adhere to the approved annual budget.
- d. Any correspondence with parents or the community must be coordinated with the president and approved by the school principal. All events, fundraisers, incentives and items for sale must be approved by the Board and school principal.
- e. All monies collected from HPTO fundraisers, sales, or events must be kept secure and must be

delivered to the HPTO Treasurer securely, in person within 7 days of receipt, along with completed forms. All cash and checks must be counted by two (2) HPTO members/board officers when money is collected on the day of an event. Never leave cash, checks or change unattended.

- f. All checks from fundraising partners, all invoices and original receipts for purchases must be hand-delivered to the Treasurer or mailed to the HPTO, 3730 Saxonburg Boulevard, Pittsburgh, PA 15238.

## ARTICLE VI. ELECTIONS FOR BOARD OFFICERS

- a. **Nominating Committee.** The nominating committee shall consist of the President, Vice President/President Elect, the school principal, one teacher and at least one general member. Members of the nominating committee shall be announced at the first general meeting and serve a one-year (1) term. The nominating committee shall accept all nominations of qualified candidates for any elected office at the March general membership meeting and publish the nominations in the March HPTO meeting minutes. Only a nominee who has consented to serve can be nominated.
- b. **Elections.** Elections shall be held at the May general membership meeting. Ballots cast by those members present at that meeting shall be written, unsigned ballots. An absentee ballot shall be accepted if it is delivered to a board member at least 48 hours prior to the election date and is signed by the absentee member. Elections will be decided by a majority vote. A quorum of at least eleven (11) members is required for Officer Elections.
- c. **Terms of Office.** The term of office for the Secretary, the Treasurer, and the General Director shall be two (2) years each. The term of office for the President and the Vice President/President Elect shall be one (1) year each. There shall be no election for the office of President, as the Vice President/President Elect shall automatically assume the position of President at the completion of her/his term, or in the event of a vacancy. The Webmaster shall serve at the pleasure of the board for a term of two (2) years.

The term of office for a committee chair is one (1) year.

Each elected officer shall assume her/his duties on July 1st of the year they are elected and serve until their term ends on June 30<sup>th</sup> the year of term expiration.

- d. **Sharing Office.** Any elected office may be shared by more than one (1) HPTO member, with the exception of the Treasurer and the Secretary. A shared office shall cast a single vote during voting among the HPTO Board. If persons sharing an office cannot agree on how to vote, no vote shall be cast for that office.
- e. **Vacancies.** A vacancy occurring in any office except the office of the President shall be filled for the unexpired term by a person elected by the majority vote of the Board, notice of such election having been given. If there is no majority reached by the Board, the nominating committee shall vote. In the event that the Office of President is vacated prior to the end of his/her term, the Vice President/President Elect shall automatically assume the Office of the President and serve the remainder of that term (through June 30th), immediately followed by the normal (1) year elected term as President beginning July 1. The subsequent temporary Office of Vice President/President Elect shall be filled by appointment by the Board.

## ARTICLE VII. MEETINGS

- a. **General Membership Meetings.** There shall be at least three (3) general membership meetings each school year. Dates of the meetings shall be determined by the Board and announced at the beginning of the school year. If a scheduled meeting date must be changed, a notice of the change will be posted in the school three (3) days in advance of the new meeting date unless impossible due to inclement weather.
- b. **Board Meetings.** The Board shall meet monthly during the school year. Dates of the meetings shall be determined by the Board and announced at the beginning of the school year. If a scheduled meeting date must be changed, a notice of change will be given to all Board members three (3) days in advance of the new meeting date and posted in the school.
- c. **Special Meetings.** Special meetings of the general membership or Board may be called by the President or the majority of the Board, so long as the appropriate three (3) day notice has been given.
- d. **Quorum.** So long as proper notice has been given of the date of a general membership meeting, any number of members attending constitutes a quorum for general business. For a member vote to approve the annual budget, to approve expenses in excess of \$1,000, to Elect Officers or to Impeach Officers, to amend the Bylaws, or to dissolve the HPTO, the presence of eleven (11) members is required. The presence of three (3) of the members of the Board constitutes a quorum for Board meetings; however, the presence of co-officers will be counted as the presence of one (1) member.
- e. **Voting.** At a general or special meeting, a motion shall be passed by a majority vote of those members present and absentee ballots. Only members of the HPTO may vote at special and general membership meetings. An absentee ballot shall be accepted if it is delivered to a board member at least 48 hours prior to the election date and is signed by the absentee member.
- f. **Electronic voting.** The General Membership may vote on action items electronically. The collection of those votes shall be maintained by the Secretary.

## ARTICLE VIII. FINANCIAL AND CORPORATE AFFAIRS

- a. **Fiscal Year.** The fiscal year of the corporation shall run from July 1 through June 30.
- b. **Address.** The business address to be printed on all checks, vendor invoices, HPTO official correspondence, and tax forms shall be:

HPTO, 3730 Saxonburg Boulevard, Pittsburgh, PA 15238
- c. **Signatories.** The President and Treasurer shall be authorized to sign checks.
- d. **Budget.** The Treasurer will prepare an annual Budget which must be approved by a Board majority at its August meeting, announced and submitted for a member vote at the first general membership meeting in September. A quorum of at least eleven (11) members is required for a general membership vote to approve the annual Budget.

- e. **Expense Approval.** All HPTO expenditures by officers, committees, or the general membership in an amount in excess of two-hundred dollars (\$200.00) shall be voted on and approved by a majority of the general membership attending a general membership meeting or by absentee ballot. The Board may approve by majority vote, extraordinary business or committee expenditures of as much as two-hundred dollars (\$200.00) that is not part of the previously approved budget, or any expenses, regardless of amount, critical for the licensing and operation of the business, such as taxes or licensing fees. Such extraordinary expenditures, and reasons for the exception, must be announced at the next general membership meeting.

The President may act on behalf of the Board to authorize business or committee expenditures up to one-hundred dollars (\$100). The President shall not approve more than two (2) such requests by the same committee in a term of Office. All approvals and denials for committee expenditures by the President shall be submitted to the Board in writing.

- f. **Financial Accounting.** The Treasurer shall prepare and provide copies of financial reports at each Board and general membership meeting. The Treasurer must receive, secure, record, and deposit all funds into the corporate account in a timely manner. The Treasurer shall issue Board approved payments of invoices and requests for reimbursement in accordance with the member approved annual budget.

The Treasurer will maintain a record of budgeted and actual income and expenses by committee and budget category. The Treasurer will request an annual report from any committee earning and spending "reward dollars" or "reward points" from fundraising partners. At the close of the fiscal year, the Treasurer shall provide the Board with an annual report on the Budget that includes all income and expenses by committees.

The Treasurer will retain and keep secure all financial records (electronic or physical), including but not limited to receipts, invoices, financial forms, financial reports and bank statements during the term of office. The Treasurer will make all records available to the Board upon request and surrender all records to the Board at the end of the term.

- g. **Audit.** The Treasurer shall request volunteers to form an annual audit committee and will make all financial records available to the committee. The committee must be comprised of two Board members, one general member and one member of the community at-large. The audit must be conducted after the end of the fiscal year and submitted to the Fox Chapel Area School District by the start of the new school year.
- h. **Tax Filing.** The Treasurer shall prepare and file the applicable IRS 990 by November 15 of each year, in accordance with IRS deadlines. In the event that November 15 falls on a weekend or federal holiday, the return must be filed on the following business day. The Treasurer shall report to the Board and the General Membership when the tax returns have been filed with the IRS and again in January when they have been accepted by the IRS.
- i. **Procurement Policy.** All purchases and reimbursements must be made in accordance with the organization's procurement policy. Bulk purchases, design work, equipment rentals, equipment purchases, and installations related to infrastructure projects. Proposals from at least three (3) different vendors must be submitted in writing on company letterhead to the Board. Decisions must be made in accordance with Conflict of Interest policies, and proposals must be fairly considered without prejudice,

assessing product and service quality as well as affordability and value.

- j. **Corporate Records.** All corporate records including Articles of Incorporation, Bylaws, all Form 990s, meeting minutes, and any other historical information will be housed at Hartwood Elementary School in a cabinet for the exclusive use of HPTO. No HPTO officer or member will be permitted to remove records, though copies of any public records may be provided on written request.

**ARTICLE IX. AMENDING BYLAWS**

- a. **Notice.** Any proposal to amend the Bylaws shall be made in writing. Said writing shall be made available to the Board. If two (2) or more members of the Board approve the proposed amendment(s) for a vote by the general membership, the proposed amendment(s) shall be presented to the general membership at least three (3) days prior to the general membership meeting at which the proposal shall be voted on. Bylaws may be amended by electronic vote.
- b. **Voting.** Proposed Bylaws and/or proposed amendments to the Bylaws submitted to the general membership as described above shall be adopted upon a two-thirds vote of the members in attendance at a general membership meeting or by electronic vote. A quorum of at least eleven (11) members is required for a member vote to approve Bylaw revisions.

**ARTICLE X. DISSOLUTION**

- a. **Voting.** The HPTO shall be dissolved upon a three-quarters vote of the members present at a general membership meeting provided that at least thirty (30) days written notice of said vote shall have been given to all members. A quorum of at least eleven (11) members is required for a member vote on Dissolution.
- b. **Assets.** Upon dissolution, assets of HPTO shall inure and be transferred to a qualified, nonprofit successor organization of HPTO, or, if none exists, to the Fox Chapel Area School District for the benefit of the students of Hartwood Elementary School.

Bylaws Revised and Approved by Vote on May 1, 2017.

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President

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Vice President/President Elect

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Principal