

Bylaws for Fellows Elementary School PTO, Inc.

Article I. NAME and PURPOSE

Section 1.01. Name. The name of the organization shall be the Fellows Elementary School PTO, Inc., hereafter referred to as "Fellows PTO".

Section 1.02. Purpose. The purpose of the Fellows PTO is to support and enhance the education and welfare of the children attending the Gertrude Fellows Elementary School located in Ames, Iowa and serve to foster relationships between the school, parents, legal guardians and teachers.

Section 1.03. Section 501(c)(3). The Fellows PTO is organized exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.04. Legislation. The Fellows PTO shall not participate in nor fund propaganda, nor otherwise attempt to influence legislation. The Fellows PTO shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article II. MEMBERSHIP

Section 2.01. Members. All parents and/or Legal Guardians of current Fellows Elementary School students and all current, paid employees of Fellows Elementary School are Members of the Fellows PTO and have the right to attend and participate in all public meetings and activities of the Fellows PTO.

Section 2.02. Voting. All Members in attendance at Fellows PTO meetings shall be eligible to vote.

Section 2.03. Dues. The Fellows PTO accepts dues from members, but these dues are not mandatory. No eligible persons shall be denied participation in the Fellows PTO if dues are not paid. The dues collected are used for the operation of the organization. Dues shall be established for the following year at the May meeting by a majority vote of the Members present.

Article III. MEETINGS

Section 3.01. Regular Fellows PTO Meetings. Regular Fellows PTO Meetings shall be held once per month on the Second Tuesday of the month at 7:00 p.m. when school is in session. No meeting will be held if it falls on a day when there is no school. At Regular PTO Meetings, normal business of the Fellows PTO shall be conducted.

Section 3.02. Special Fellows PTO Meetings. When voted by the Executive Board, a Special Fellows PTO Meeting shall be called. The time, place and purpose of all Special Fellows PTO Meetings shall be announced at least seven (7) days prior to the meeting.

The only business to be conducted during a Special Fellows PTO Meeting shall be directly related to the purpose stated when the meeting was announced.

Section 3.03. Quorum. The Members of the Fellows PTO present at a Regular Fellows PTO Meeting or Special Fellows PTO Meeting shall be designated as a quorum when 5 or more members are present and shall be entitled to take action on behalf of the organization.

Section 3.04. Voting. Unless otherwise dictated in these Bylaws, a simple majority vote of the members present at any meeting shall be required for all action to be taken by the organization.

Section 3.05. Presiding Official. One of the Co-Presidents of the Fellows PTO or his/her designee shall preside over each membership meeting.

Article IV. EXECUTIVE BOARD

Section 4.01. Officers. The Officer Positions of the Fellows PTO shall consist of two Co-Presidents, one Secretary, one Treasurer, one or two Past-Presidents. The Executive Board of the Fellows PTO shall consist solely of the Officer Positions listed above. In the event that there is only one person interested in being a Co-President, the position shall be renamed President, and the responsibilities shall remain the same. In addition the Principal is included as a non-voting member of the Executive Board. All Members shall be eligible to be Officers with the exception of the Principal. No Members may serve as more than one Officer. The Executive Board shall consist of at least half parents or legal guardians of children attending Fellows Elementary School.

Section 4.02. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, and to prepare reports and recommendations to the membership.

Section 4.03. Co-Presidents Duties. The primary responsibilities of the Co-Presidents shall be:

1. To serve as the principal executive officers of the organization.
2. To serve as the main liason with the Fellows Elementary School Principal.
3. To supervise, facilitate and direct all of the activities of the organization, subject to the control of the Executive Board and the direction of the membership.
4. To preside at all meetings of the Executive Board and all meetings of the membership. Each co-President or President is entitled to one vote.
5. To prepare the agenda for each formal meeting of the Fellows PTO.

Section 4.04. Secretary Duties. The primary responsibilities of the Secretary shall be:

1. To keep accurate minutes of all formal Fellows PTO meetings and distribute them to all Officers and the Principal within two weeks of each meeting.
2. To provide the minutes of the previous meeting for approval at each Regular Fellows PTO Meeting.
3. To keep track of and report correspondence received by the Fellows PTO such as special teacher requests and thank you notes.
4. To keep a copy of all Fellows PTO notices sent to the school community.
5. To keep a copy of all written requests for donations made by the Fellows PTO.
6. To keep a copy, and bring to meetings, the current Bylaws.

7. To keep a copy of the Annual Audit Report prepared by the Audit Committee (see Section 6).

Section 4.05. Treasurer. The primary responsibilities of the Treasurer shall be:

1. To be responsible for all Accounts Receivable and Accounts Payable for the Fellows PTO.
2. To make disbursements as authorized by the Executive Board and/or membership in accordance with the budget adopted by the membership.
3. To present a written financial report at each Regular Fellows PTO Meeting and at other times as requested by the Executive Board.
4. To provide an annual financial statement to the Fellows PTO.
5. To be responsible for filing all required tax and/or financial forms. The Executive Board shall have an opportunity to review and approve these documents before submittal.
6. To be responsible for ensuring all monies of the Fellows PTO are deposited in a timely manner into the account.
7. To provide information to the Audit Committee (see Section 6) as requested.

Section 4.06. Immediate Past-President(s). This is the person or persons who served as the most recent President or co-President of Fellows PTO. If a vacancy occurs in the office of Immediate Past-President(s), the Executive Board may appoint another person who has served as a President or co-President in the past. The primary responsibility of the Past-President(s) shall be:

1. To insure continuity of Board operations from year-to-year.

Section 4.07. Authority. All Officers of the Executive Board shall have authority to enter into contracts, agreements or obligations for the purchase of materials or services on behalf of the Fellows PTO, but only within approved activities and budgets and subject to these Bylaws. Neither the Executive Board Officers nor any Fellows PTO Member shall have the authority to enter into any contracts, agreements or obligations on behalf of Fellows Elementary School nor shall they present themselves as having such authority.

Section 4.08. Compensation. Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Fellows PTO's business are allowed to be reimbursed with documentation and prior approval.

Section 4.09. Executive Board Meetings. Executive Board meetings shall be called as needed by any member of the Executive Board to vote on Fellows PTO business or take other action that cannot wait until a Regular Fellows PTO Meeting. Executive Board Meetings shall be authorized to be conducted via electronic means, with the Secretary keeping a hard-copy record of any votes taken. Only the Officers of the Executive Board shall be eligible to vote at Executive Board Meetings. Results of Executive Board meetings shall be reported at the next Regular Fellows PTO Meeting.

Section 4.10. Quorum. Half the number of Executive board members plus one constitutes quorum for Executive Board meetings.

Article V. ELECTIONS

Section 5.01. Appointment of Officers: Terms of Office. The officers of the Fellows PTO shall be elected by members of the Fellows PTO present at the Fellows PTO regular

meeting held in May of each year. Each officer shall serve a term of one year beginning on August 1 of each year. Officers may be re-elected to any number of consecutive terms. Nominations are taken by the Nominating Committee, described in Article VI, but may also be taken at the May meeting. Voting shall be by written ballot unless an office is uncontested in which case a voice vote may be taken.

Section 5.02. Selection. A majority of the votes cast by the voting members shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.

Section 5.03. Termination. The Board may remove an officer who is no longer in good standing, with the advice and consent of the Principal. The Board position shall be vacant upon a two-thirds vote of the Executive Board after seven (7) day notice to the officer of the action for removal. Removal from a vacancy must be with cause. Upon three (3) consecutive absences from Regular Fellows PTO meetings, an officer is no longer considered to be in good standing and may be asked to resign or may be removed as above.

Section 5.04. Vacancies. The Executive Board shall temporarily fill any vacancy in office because of death, resignation, inability to serve, termination or for any other reason. An election to fill the unexpired term portion of the term vacancy shall be held at the next Regular Fellows PTO Meeting or Special Fellows PTO Meeting consistent with the procedures established herein. For purposes of eligibility, a person who is filling a vacancy shall be considered to have served the full term only if more than half of the term of office remains at the time they fill the position.

Article VI. COMMITTEES

Section 6.01. Definitions.

1. **Standing Committee.** Standing Committees shall be always staffed. The specific composition and purpose of a Standing Committee shall be defined in these Bylaws.
2. **Continuing Committee.** Continuing Committees and their purpose shall be established by a vote of the Fellows PTO and remain in force until retired by a vote of the Fellows PTO. Continuing Committees shall be staffed as needed throughout the year to provide continuity from year to year for a specific purpose and/or event. The specific composition of each Continuing Committee varies as needed.
3. **Special Committee.** Special Committees shall be established by a vote of the Executive Board or by the Co-Presidents for a special specific purpose, goal or timeframe. Once the purpose, goal or timeframe of the Special Committee is met, it shall be automatically disbanded.

Section 6.02. Standing Committees.

1. **Nominating Committee.** The Nominating Committee shall be a Standing Committee and shall consist of three (3) members. The Nominating Committee shall be formed each September. The Nominating Committee shall send at least 2 notices in school newsletters or special flyers asking for individuals interested to

submit their or other Regular Member names for consideration to serve on the Executive Board at the end of the term or as required to fill Executive Board vacancies. The Nominating Committee shall tabulate all votes in any formal election required for contested positions.

2. **Audit Committee.** The Audit Committee shall consist of at least 1 member who has not had access to any Fellows PTO checkbooks or bank accounts. A yearly audit shall be performed within 60 days of the end of the fiscal year or if the Treasurer resigns mid-term. The audit steps include:
 - a. Verify that all checks written during the year are accounted for, approved, signed, substantiated, and not defaced, and that they have been posted to the proper budget category.
 - b. Verify that all deposits made during the year have been logged accurately and assigned to the proper budget category.
 - c. Review the bank statements for any unusual fees or withdrawals (check printing fees, for example). Verify proper recordkeeping for these items. Ensure the account was reconciled each month.
 - d. Verify that IRS Form 990 and any state forms (incorporation renewal or state tax forms, for example) have been filed as necessary.
 - e. Verify that the treasurer reports add up from month to month.
 - f. Complete a worksheet that summarizes the year's financial activity, including beginning cash balance, total receipts during the audit period, disbursements, and ending cash balance, among others. This is often called the financial review worksheet.
 - g. Suggest improvements to internal controls such as record-keeping and cash-handling, if needed.
 - h. A written report shall be submitted to the co-Presidents and presented to the Membership at the October meeting.

Section 6.03. Continuing Committees. The Fellows PTO Membership may establish by a simple majority vote such Continuing Committees, as it deems necessary and advisable. The Executive Board shall appoint the Chairpersons of all Continuing Committees. The length of service for a Chairperson is normally one year, but may vary as determined by the Executive Board.

Section 6.04. Chairperson Duties. The Chairperson of each committee shall:

1. Recruit the members for their committee as needed.
2. Submit an operating budget to the Executive Board for review and approval every 12 months or more often as needed.
3. Purchase items or services within the maximum amount specified for budget items as specified, tracking all expenses and submitting receipts for reimbursements.
4. Present to The Executive Board for review all financial transactions and obligations that will exceed the approved budget for the committee. The committee Chairperson shall not execute any financial transaction or obligation that exceeds the approved budget without the approval of the Executive Board.

5. If monies are required in advance, submit a request to the Treasurer describing details of the purchase, submit a funds request, and use that money in the nature described.
6. Obtain a final receipt, invoice or similar of the monies spent, and returning all unspent money to the Treasurer.
7. With the Principal, approve all school flyers and public information notices prior to distribution of the material.
8. Ensure that copies of all written requests for donations from individuals, groups or businesses are submitted to the Secretary.
9. Regularly report the plans and activities of the committee to the Executive Board, and to the Fellow PTO Membership at Regular Fellows PTO Meetings.
10. At the request of the Executive Board, prepare a final written report of all activities, financials and details of the activities after completion of all outstanding items.

Section 6.05. Obligations. The Executive Board may delegate authority to enter into contracts or agreements for the purchase of materials or services on behalf of the organization to the Chairperson of a committee and/or to any member of the committee. Any person to whom this authority is delegated, shall only be authorized to exercise this authority within the stated purpose of the committee and only within the budget of the committee.

Article VII. FINANCES

Section 7.01. Financial Prohibitions. As a volunteer organization, the Fellows PTO shall not pay or provide any remuneration to the Officers of the Executive Board, Committee Chairpersons, Committee Members or any other member of the organization for their volunteer service to the organization.

There shall be no commingling of Fellows PTO funds with the personal, professional, or business accounts of any individuals, groups or businesses. This shall include a prohibition against providing Fellows PTO funds as a loan to anyone for any purpose.

Section 7.02. Financial Institution. The financial institution(s) used by the Fellows PTO shall be a Federal or State Chartered Bank or Credit Union approved by the Board. The authorized signatures of the account shall be the Co-Presidents and the Treasurer. Any one of these individuals, and only these individuals, are authorized to withdraw funds, write checks, drafts, or other expenditures for the payment of money on behalf of the organization. In writing checks, drafts or making other payments of money, a single signature shall suffice unless the amount of the check exceeds \$1000 in which case two signatures are required.

An authorized disbursement to any of the authorized signatories to the account requires the consent and action of another signatory. For example, the Treasurer cannot write a check made out to the Treasurer – one of the Co-Presidents must sign the check.

Section 7.03. Annual Budget. The Fiscal Year shall run from August 1 of one calendar year through July 31 of the next. At the last scheduled Regular Fellows PTO meeting of

the year, the Treasurer shall prepare and present a proposed budget for the following year. At a minimum, the Budget shall include:

1. Current Balance as of the date of the meeting
2. Expected and reasonable expenditures through the remainder of the fiscal year.
3. Reasonable estimates for fundraising activities during the first four months of the new fiscal year. If funds allow, the Treasurer may assume zero fundraising during this period for planning purposes.
4. A listing of non-discretionary funds committed to the next fiscal year (for example, Scholarship awards committed to the recipients).
5. A listing of recommended discretionary expenditures proposed for the next fiscal year.
6. The proposed budget must be in balance, meaning the Projected Balance is nonnegative.
7. The Fellows PTO members may discuss the proposed budget as needed. Changes to the proposed budget may be made as determined by the discussion.
8. The Co-Presidents shall not allow a vote on a proposed Budget that is not in balance.
9. Approval of the budget is by majority vote. The Fellows PTO must vote to approve a Budget at this meeting.

Section 7.04. Changing the Approved Budget. The Treasurer shall keep track of actual expenditures vs. budget items. The Treasurer shall not reimburse an expense that exceeds the Approved Budget for that budget item. A proposal to modify the Approved Budget may be made by any Fellows PTO member (including the Treasurer) at any scheduled Regular Fellows PTO Meeting. If the majority of the eligible Fellows PTO membership votes to accept the proposed change, the Treasurer will update the Approved Budget prior to the next report. By majority vote, the Executive Board may, at any time, vote to modify the Approved Budget. This vote shall be included in the Secretary's Report at the next Regular Fellows PTO Meeting.

Section 7.05. Reporting. The Treasurer shall keep track of all actual deposits and expenditures. At every Regular Fellows PTO Meeting, the Treasurer shall provide a written financial report that the Secretary keeps with the minutes of the meeting. This report will include transactions occurring through the previous month-end. At a minimum, the report shall contain:

1. The Closing Balance from the previous Treasurers Report,
2. All income received and deposited since the previous Treasurers Report, organized by budget item
3. All expenditures made since the previous Treasurers Report, organized by budget item.
4. The current Closing Balance
5. The remaining balance of all budget items

At a minimum of two Regular Fellows PTO Meetings each year, the Treasurer shall provide an updated estimate of the end-of-year balance. The estimated end-of-year balance is the current Closing Balance plus the reasonable estimated income from all remaining fundraisers minus all estimated expenditures. The Treasurer shall complete an End-Of-Year report of all financial activities within 31 days of the end of the Fiscal Year.

Section 7.06. Taxes. The Treasurer shall be responsible for the timely completion and submittal of any other financial or tax records, reports or forms. The Executive Board shall review and vote to approve these items prior to submittal.

Section 7.07. Dissolution. The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those Fellows PTO members present at a meeting. Should the Fellows PTO be dissolved for any reason, the following shall dictate how remaining assets shall be disbursed. The Treasurer shall be responsible for ensuring all outstanding debts are paid off and adequate time to clear has passed. The Treasurer shall present an inventory of all remaining assets to the Executive Board. The Executive Board shall determine how to distribute these assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Fellows PTO is then located, exclusively for such purposes or to such organization or organizations, as a court shall determine, which are organized and operated exclusively for such purposes.

Article VIII PARLIMENTARY AUTHORITY

At all meetings of the Executive Board and Membership, the rules contained in the current edition of Robert's Rules of Order newly revised shall govern, provided they are not inconsistent with these bylaws and any special rule of order of the Fellows PTO may adopt.

Article IX INDEMNIFICATION

Every member of the Executive Board may be indemnified by the Fellows PTO against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Fellows PTO. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board is entitled.

Article X
AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed, and additional bylaws adopted, by the affirmative vote of a majority of the members present at any regular, annual or special meeting at which is quorum is present, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is to be taken.