

BYLAWS
of
MARS AREA ELEMENTARY PTO, INC.

A NON-PROFIT CORPORATION

A Mars Area School District
School-Affiliated Organization (SAO)

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Section 1.1 Legal Name.

Article 1 – Corporation

The name of this non-profit corporation shall be the Mars Area Elementary PTO, Inc., hereinafter referred to as the PTO or the Corporation.

Section 1.2 Principle Office.

The principle office of the Corporation shall be located in Butler County, Pennsylvania.

Section 1.3 Definition of Bylaws.

These bylaws constitute the code of rules adopted by the PTO for the regulation and management of its affairs.

Article 2 – Object

Section 2.1 Purpose.

The purpose of this Corporation shall be to provide activities, materials, programs, and opportunities to enhance the educational opportunities of all Mars Area elementary school students. “Elementary school students” shall include all school students considered to be elementary students (grade levels K-6) by the Mars Area School District.

Section 2.2 Objectives.

The objectives of this Corporation shall include but shall not be limited to:

- A. To provide funds for student activities, such as field trips, presentations, etc.
- B. To provide a forum for a communication network between teachers, parents, and principals.
- C. To recruit volunteers to work in and with the schools and their staff.
- D. To provide educationally-enriching experiences for Mars Area elementary students beyond what would otherwise be provided by the school district and its staff.

Section 2.3 Leadership.

This purpose and these objectives are to be promoted and maintained by the Board of Directors elected by the voting members of the PTO.

Section 2.4 IRS Section 501(c)(3).

This purpose and these objectives are to be carried out in a manner consistent with the requirements for a tax-exempt organization under 501(c)(3) of the Internal Revenue Code.

Article 3 – Membership

Section 3.1 Classification of Members.

This corporation shall have two classes of membership:

1. Non-Voting Members.
2. Voting Members.

Section 3.2 Requirements.

Any person who meets the following criteria shall be classified as a Member:

1. Any parent/legal guardian of a Mars Area elementary school student is automatically considered a member.
2. Any Mars Area elementary school teacher is automatically considered a member.
3. Any Mars Area School District administrator involved with the elementary school students is automatically considered a member. This shall include, but not be limited to, the elementary school principal(s), the superintendent(s), and other related school administrators.

Section 3.3 Dues & Assessments

There shall be no dues and assessments of membership.

Section 3.4 Term of Membership.

The term of membership shall be for so long as a member meets the criteria for membership as defined in Section 3.2 above.

Section 3.5 Voting Rights of Members.

The following are the voting rights for both classes of membership:

A. Administrative (Non-Voting) Members: Persons who are members by virtue of their position with the school district will have no voting rights within the PTO. This includes all administration officials and teachers, including teacher liaisons, but excluding those officials and teachers who have students in the elementary schools.

B. Non-Administrative (Voting) Members: Each non-administrative member shall be entitled to one vote on each matter submitted to a vote of members.

Section 3.6 Transferability of Membership.

The membership in this Corporation is non-transferable and non-assignable.

Section 3.7 Termination of Membership.

A. Membership in this Corporation can be terminated by the Board of Directors for any of the following, and for no other reasons.

1. Receipt by the Board of Directors of the written resignation of a member, executed by the member or the member's duly authorized attorney in fact.
2. The death of a member.
3. The failure of a member to follow and abide by the rules, regulations, and ideals set forth by this Corporation in accordance with said bylaws and PTO policies or resolutions.

B. If the terminated member chooses to appeal, the following process shall be followed. A request for a hearing before the Board of Directors shall be sent in writing within 10 days of notification of termination.

1. A hearing is then to be held before the Board of Directors with member in dispute and any requested representation within 30 days.
2. A final and binding decision is to be rendered by the Board of Directors within 30 days of the hearing.
3. Reinstatement can only occur if the appeal is successful.

Section 3.8 PTO Hierarchy

A. Building Principals – Building Principals must approve all information distributed by the PTO.

B. Executive Board – The PTO shall have a President, a Vice President, a Secretary, and a Treasurer as set forth in Article 5.

C. Board (Building Chairpersons) – Each school building housing elementary students will be assigned one or more Chairpersons. These Chairpersons shall be elected annually by the membership at large and shall also serve as members of the Board of Directors. The Chairpersons shall be responsible for overseeing/coordinating the PTO activities within their respective buildings. See Article 6.

D. Teacher Liaisons – Various elementary teachers may be appointed as Teacher Liaisons as needed. The Teacher Liaisons shall represent the interests of the elementary teaching staff to the PTO and shall also be responsible for serving as a communication conduit between the PTO and the elementary teaching staff. One Teacher Liaison shall be present at the monthly PTO board meetings during the school year.

E. Subcommittees – Each elementary building shall have such subcommittees as needed to carry out PTO activities within the building. The subcommittees will report to the Executive Board.

Article 4 – Board of Directors

Section 4.1 Definition of Board of Directors.

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation. The Board of Directors shall consist of the Executive Board and the Board (Building Chairpersons). At least 2 members of the Executive Board must be represented in the Board of Directors and present at all meetings.

Section 4.2 Elections.

The May PTO meeting shall be designated as the Annual Meeting at which time elections shall take place. The Board (Building Chairpersons) shall be chosen by the membership at large. The Board (Building Chairpersons) shall elect the Executive Board.

Section 4.3 Number of Board Directors.

The business and affairs of this Corporation shall be managed and controlled by a Board of Directors of not less than eight (8) nor more than sixteen (16) directors.

Section 4.4 Terms of Office.

- A. Each director shall serve a term of one (1) year.
- B. There is no limit to the number of successive terms a member of the Board of Directors can serve, so long as he/she continues to meet the criteria for a voting member.

Section 4.5 Regular Board of Director Meetings.

- A. Regular meetings of the Board of Directors shall be held at least once a month or as determined by the Board of Directors.
- B. The time and place of each meeting shall be determined by the President and each member shall be given at least five (5) days notice prior to such meeting.

Section 4.6 Quorum.

A majority of the elected Board of Directors will constitute a quorum. The act of a majority present at a meeting at which a quorum is present will be the Act of the Board of Directors. At least 2 members of the Executive Board must be represented in the Board of Directors.

Section 4.7 Absence of Board of Directors Member.

A. The Board of Directors, by a two-thirds vote of entire Board of Directors, may remove a member who is absent from three (3) consecutive regular meetings of the PTO without valid cause; provided that upon their being absent from two (2) of such meetings, such member is notified in writing at least five (5) days prior to the third meeting, of the contemplated action of the Board of Directors, and after being absent from the third meeting, should said member fail to attend the fourth meeting with a valid explanation. The validity of such explanation shall be determined by the Board of Directors and such determination shall be final.

B. The Board of Directors, by a two-thirds vote of entire Board of Directors may remove a member who is absent from four (4) regular meetings of the Board of Directors in a fiscal year without valid cause; provided that upon their being absent from three (3) of such meetings, such a member is notified in writing at least five (5) days prior to the fourth meeting, of the contemplated action of the Board of Directors and after being absent from the fourth meeting, should said member fail to attend the fifth meeting with a valid explanation. The validity of such explanation shall be determined by the Board of Directors and such determination shall be final.

Section 4.8 Removal of Board of Directors.

Any Board of Directors member elected or appointed to office may be removed by a two-thirds majority of the entire Board of Directors, whenever in their judgment the best interests of this Corporation will be served as defined in Section 3.7.

Section 4.9 Compensation.

A. Board of Directors shall not receive compensation for their services as such, but may otherwise be gainfully employed by the Corporation and, by resolution of the Board of Directors may be reimbursed for necessary expenses.

B. Board of Directors will be prohibited from the transaction of business, for their companies or their place of work, with the PTO unless approved by two-thirds of the remaining Board of Directors.

Section 4.10 Vacancies.

In the event of a vacancy in the Board of Directors, the President shall nominate a candidate to fill the vacant position. This candidate must then be approved by a two-thirds vote of the entire Board of Directors. Each newly elected member shall serve the unexpired term of the director being replaced.

Article 5 – Executive Board

Section 5.1 Roster of Executive Board.

The officers of the Corporation shall be a President, a Vice President (one or more to be determined by the Board of Directors), a Secretary, and a Treasurer.

Section 5.2 Duties of Executive Board.

The Executive Board shall perform the duties prescribed in the parliamentary authority and these bylaws.

1. President – The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business affairs of the Corporation. He/She shall preside at all meetings of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or agent of the Corporation, and in general he/she shall perform all duties as may be prescribed by the Board of Directors from time to time. The President shall appoint, with Board of Directors' approval, from time to time such committees as may be, in judgment, desirable. The President shall be an ex-officio member of such committees and such committees shall function under the President's direction and supervision.
2. Vice President – The Vice President shall have such powers and perform such duties as may be delegated to him/her by the President. In the absence or disability of the President, he/she shall perform the duties and exercise the powers of the President.
3. Secretary – The Secretary shall keep the minutes of all meetings of the Board of Directors and any other meeting to which the Secretary is designated by the President to attend, in books provided for such purposes; he/she shall attend to the giving and serving of all notices; he/she shall sign with the President, or the Vice President, in the name of the Corporation thereto; he/she shall have charge of all books and papers as the Board of Directors may direct, and he/she shall perform in general all the duties incident to the office of Secretary subject to the control of the Board of Directors. He/She shall submit such reports to the Board of Directors or members as may be requested by them within thirty (30) days.
4. Treasurer – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and to oversee deposits of all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 5.3 Election of Executive Board.

Each of the members of this Corporation will be elected by the Board (Building Chairpersons) at the Annual Meeting. Each member of the Executive Board will remain in office until a successor to the office has been elected.

Section 5.4 Nominations for Executive Board.

A. All nominees for executive board must currently be a member of the Board of Directors and will continue to be an eligible voting member for the year in which he/she shall serve if elected.

B. Any member may be nominated for the Executive Board by another Board of Directors member at the Annual Meeting. Nominations must be seconded by another Board of Directors member.

Section 5.5 Term of Office.

The term of office for each elected officer shall be one (1) fiscal year. Officers may serve consecutive terms.

Section 5.6 Removal of Executive Board

Any officer elected or appointed to office may be removed by a two-thirds majority of the entire Board of Directors, whenever in their judgment the best interests of the Corporation will be served, in accordance with Section 4.6.

Section 5.7 Vacancy of Executive Board. Conditions of replacement due to vacancies:

A. In the event that the office of the President is vacated, for any reason, the Vice President shall assume the position of President for the remainder of the term of office.

B. In the event that the office of any position other than the Presidency is vacated, the President shall submit a recommended replacement to the Board of Directors. The Directors must then approve the recommendation by a two-thirds majority of the entire Board of Directors.

Section 5.8 Multiple Office Holders.

A person may hold more than one office simultaneously, for example, one person may hold the offices of Vice President and Building Chairperson. However, the same person may not hold more than one office on the Executive Board.

Article 6 – Board (Building Chairpersons)

Section 6.1 Board (Building Chairperson) Responsibilities.

1. Important PTO business is conducted at the monthly meetings and each Board member is expected to attend. If a Chairperson is unable to attend, he/she must notify the President or Vice President. If a Chairperson misses more than four (4) meetings, his/her position may be revoked.
2. PTO Building Chairpersons are responsible for attending certain functions throughout the year at their respective buildings. Examples of such functions shall include, but shall not be limited to, orientation and kindergarten registration.
3. PTO Building Chairpersons shall maintain communication with the committee chairpersons at their building.
4. PTO Building Chairpersons shall encourage parent participation and involvement in PTO activities whenever possible.

Section 6.2 Election of Building Chairpersons (Board).

Each of the Building Chairpersons will be elected by the membership at large at the Annual Meeting. Each Chairperson will remain in office until a successor to the office has been elected.

Section 6.3 Nominations for Board (Building Chairperson).

1. All nominees for Building Chairperson must currently be an eligible voting member and will continue to be an eligible voting member for the year in which he/she shall serve as Chairperson if elected.
2. In accordance with the District policy for *School-Affiliated Organizations*, District employees, including advisors, sponsors, and coaches, may not be nominated or elected to serve on the Board of Directors. These individuals may serve in an advisory capacity ONLY, as they shall not control the money and/or accounts and/or make purchases on the SAO's behalf. Board-approved volunteer advisors, sponsors, and/or coaches are exempt from this section requirement.
3. Except as stated above, any voting member may be nominated for the Building Chairperson position by another voting member at the Annual Meeting. Nominations must be seconded by another voting member.
4. The nominations for Building Chairpersons are accepted at the Annual Meeting in May as described in Section 4.2.

Section 6.4 Term of Office.

The term of office for each elected Building Chairperson shall be one (1) fiscal year, see article 11.2. Chairpersons may serve consecutive terms.

Section 6.5 Removal of Board (Building Chairpersons).

Any Chairperson elected or appointed to office may be removed by a two-thirds majority of the entire Board of Directors, whenever in their judgment the best interests of the Corporation will be served.

Section 6.6 Vacancy of Office.

Conditions of replacement due to vacancies:

In the event that the office of Building Chairperson is vacated, the President shall submit a recommended replacement to the Board, if in his/her judgment, a replacement is necessary for the remainder of the term. The entire Board of Directors must then approve the recommendation by a two-thirds majority.

Article 7 – Meetings

Section 7.1 Annual Business Meeting.

- A. There shall be an Annual Meeting held at the May PTO Meeting.
- B. The time and place of such meeting will be determined by the Board of Directors.
- C. The agenda of this meeting shall be as follows
 - a. Reports of Board of Directors and committees.
 - b. Old business.
 - c. Nominations and elections of new Board of Directors members.
 - d. Motions, resolutions, and new business.
 - e. Adjournment.

Section 7.2 Special Meetings

Special meetings of this Corporation can and may be held at various times.

- 1. A special meeting of the Board of Directors may be called at any time by the President, or upon written request signed by two (2) Board of Director members in accordance with Section 4.6.
- 2. The time and place of such meeting will be determined by the Board of Directors.
- 3. Notice of such meeting in writing, showing the purpose thereof, shall be delivered to each member of Board of Directors not less than five (5) days prior to the meeting date.

Article 8 – Committees

Section 8.1 Creation.

Standing or special committees may be created as follows:

- A. Standing Committees: Standing committees may be created by majority vote of the Board of Directors. The President shall appoint the chairperson of standing

committees with the approval of the Board of Directors. Standing committees may be dissolved by a majority vote of the Board of Directors.

B. Special Committees: Any Board of Director member may create a special committee with the approval of the Board of Directors. Special committees shall be assigned a date to report at the time of their creation. The officer creating the special committee shall appoint the chairperson with the approval of the Board of Directors. Special committees may be dissolved by a majority vote of the Board of Directors.

Section 8.2 Eligibility of Committee Chairpersons and Members.

In accordance with the District policy for *School-Affiliated Organizations*, District employees, including advisors, sponsors, and coaches, may not be nominated or elected to serve as a Committee Chair or Member. District employees may serve in an advisory capacity ONLY, as they shall not control the money and/or accounts and/or make purchases on the SAO's behalf. Board-approved volunteer advisors, sponsors, and/or coaches are exempt from this section requirement.

Section 8.3 Reports.

Standing committees shall report at a minimum of two (2) meetings per fiscal year. One of those reports shall occur at the Annual Meeting. Special committees shall report as designated in Section 7.1 (B).

Section 8.4 Limitations.

No committee will have authority of the Board of Directors in reference to any of the following:

- A. Filling of vacancies on the Board of Directors.
- B. Adoption, amendment, or repeal of bylaws.
- C. Amendment or repeal of any resolution of the Board of Directors.

Section 8.5 Finance Committee.

The Finance Committee shall be a standing committee and shall consist of the President, Vice President, Secretary, and Treasurer. The Treasurer shall serve as the chairperson of the Finance Committee. The Finance Committee shall be responsible for the maintenance of the Corporation's accounts and preparation of all financial reports for the Corporation. Only members of the Finance Committee shall have signature and withdrawal power over Corporation funds. The Finance Committee shall ensure that the Corporation's funds are kept in an FDIC insured account. The Finance Committee shall provide any member who submits a written request for a quarterly and year-to-date statement. The request shall contain an explanation deemed reasonable by the Finance Committee and shall be given a response within thirty (30) days of the end of the quarter in which the request is made. The Finance Committee shall unanimously approve an annual budget that is required to

contain income that is at least equal to expenditures. The treasurer will then present the proposed budget to the Board of Directors for final vote and approval.

Article 9 – Parliamentary Authority

Section 9.1 Robert’s Rules of Order.

The rules contained in Robert’s Rules of Order (the most recent edition purchased by the Corporation for the use of the Corporation) shall govern this Corporation in all cases where they are not inconsistent with these bylaws and any special rules of order this Corporation may adopt.

All meetings of the Board of Directors and committees shall be conducted in accordance with Robert’s Rules of Order.

Article 10 – Amendments

Section 10.1 Power To Amend.

These bylaws may only be amended, revised, or altered by the vote of the Board of Directors.

Section 10.2 Voting Requirement.

A two-thirds majority vote of the Board of Directors present in person at such duly convened meeting is necessary to amend these bylaws in accordance with Section 4.6.

Section 10.3 Meeting.

These bylaws may be amended or rescinded at any duly convened meeting for such purpose.

Section 10.4 Notification.

Written notification of such meeting and of the proposed amendment must be sent to all Board of Directors not less than five (5) days prior to the scheduled meeting.

Article 11 – Finances

Section 11.1 Bonding of Treasurer.

The Corporation shall take the necessary steps to insure the bonding of its Treasurer.

Section 11.2 Fiscal Year.

The fiscal year of this Corporation shall run from July 1 to June 30. Mars Are Elem. PTO By-Laws -13-

Section 11.3 Execution of Documents.

A. Contracts – The Executive Board must authorize any officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Signature of Treasurer – All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation and in such manner as shall from time to time be determined by the Board of Directors; such instruments shall be signed by the Treasurer and countersigned by the President, Vice-President, or Secretary. All such checks, drafts, or orders must be signed by the Treasurer.

C. Deposits – All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The Corporation’s funds shall be kept only in FDIC insured accounts as per Article 7, Section 7.4.

D. Handling of Cash Transactions. – Two Board of Director members must be present at all times and independently count the funds. The two must then complete and both sign a deposit notice, and then deposit the funds within 24 hours.

Section 11.4 Books and Records.

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and Committees including subcommittees. The Corporation will keep at its principal place of business a register giving the names, addresses, and other details of the Board of Directors and the original or a copy of its bylaws including amendments to date certified by the Secretary of the Corporation, available to each member upon request within thirty (30) days.

Section 11.5 Inspection of Books and Records.

All books and records of this Corporation may be inspected by any Board of Directors, or the director’s agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Section 11.6 Indemnification.

A. The Corporation shall reimburse or indemnify each Board of Director and employee of the Corporation (and of any other corporation which he/she served at the request of the Corporation) for or against all liabilities and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit (whether civil, criminal, administrative, or otherwise), or investigation (hereinafter called the “action”) in which he/she may become involved as a party or otherwise by reason of his/her being or having been such member of the Board of Directors or employee or by reason of any action taken or not taken whether or not such action or omission to act occurred before or

after the adoption of this by-law, provided that (1) in respect of any action by or in the right of the Corporation or such other corporation, and (2) in respect of all other actions, such person acted in good faith in what he/she reasonably believed to be in the best interests of this Corporation or such other corporation, and in addition, had no reasonable cause to believe that his/her conduct was unlawful.

B. As used in this bylaw, the term “liabilities and expenses” shall include but not be limited to counsel fees and expenses and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement, by a Board of Directors member or employee, but shall not include amounts paid to this Corporation itself (or to such other corporation) unless approved by a court.

C. Where such person has been wholly successful on the merits in such action, or where indemnification of such person has been awarded by a court, he/she shall be entitled to indemnification as of right; otherwise, the Corporation shall reimburse or indemnify him/her only if it shall be determined that such a person has met the standards set forth in paragraph A either (1) by the Board of Directors, acting by a quorum consisting of three directors of the Corporation other than those involved in the action, or (2) if there are not at least three directors other than those involved in the action, by arbitration in accordance with the Rules of the American Arbitration Association or by independent legal counsel, who too shall deliver to the Corporation their written opinion that such person has met the standards set forth in paragraph A.

D. Expenses incurred with respect to any action may be advanced by the Corporation prior to the final disposition whereof, upon receipt of an undertaking by such person to repay any amounts of which it shall ultimately be determined that he/she is not entitled to indemnification.

E. The foregoing right of reimbursement or indemnification shall not be exclusive of other rights to which any such person may otherwise be entitled and, in the event of his/her death, shall extend to his/her legal representatives.

F. The Corporation must maintain insurance to protect any such Board of Director and employee against any liabilities and expenses incurred against him/her in connection with any claim, action, suit, or proceeding.

G. The provisions of this section shall be applicable to claims, actions, suits, or proceedings commencing after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereon.

Article 12 – Miscellaneous

Section 12.1 Dissolution of the Corporation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of

all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this **23rd day of May, 2016**.

President

Vice President

Treasurer

Attest: _____

Secretary

Signatures continued on next page

Mars Area Elementary PTO Bylaws

<hr/> PC Building Chairperson	<hr/> PC Building Chairperson
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