

Tredyffrin-Easttown Middle School Parent Teacher Organization
840 Old Lancaster Rd.
Berwyn, Pennsylvania 19312
By-Laws

Article I

Name

The name of the Organization shall be the Tredyffrin-Easttown Middle School Parent-Teacher organization, hereafter referred to as TEMS PTO or Organization.

Article II

OBJECTIVES

The objectives of the Organization shall be:

To benefit and enrich the educational experiences of each child and the families of children attending TEMS.

To provide assistance and support to the staff and administration in planning events and programs to enhance the curriculum of the School.

To provide channels of communication among the families, faculty and administration of TEMS.

Article III

POLICIES

Section 1. The Organization shall be noncommercial, nonsectarian and nonpartisan. It shall not endorse a commercial enterprise or a candidate. The name of the Organization or the name of any member in their official capacity shall not be used in any connection with a commercial concern or with any partisan interest, for any other purpose than the regular work of this organization.

Section 2. The organization shall not directly or indirectly participate or intervene (in any way including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to any candidate for public office. Further, the Organization

will not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section 3. The Organization shall seek neither to direct the administrative activities of the school nor to control its policies.

Section 4. The Organization may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordinating councils, provided its representatives make no commitments that bind the group they represent.

Section 5. All net proceeds earned by any fundraising efforts, and/or the dues of the Organization shall be used for the improvement of the school and/or its programs or any special or social functions (as they relate to the stated objectives).

Section 6. In the event of the dissolution of the Organization, the assets of the Organization shall be distributed for one of the exempt purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 as from time to time amended.

Article IV

MEMBERSHIP AND DUES

Section 1. All TEMS parents, guardians and staff are automatically PTO members. All members are welcome at all PTO meetings and at any PTO function held throughout the year.

Section 2. If necessary, membership dues for the PTO may be assessed and determined annually. These dues are voted on and approved by the membership in attendance at the Annual Meeting. (Article VII, Section 2)

Article V

OFFICERS AND THEIR ELECTION

Section 1. The officers of the Organization are the President, the First Vice President, the Second Vice President, the Treasurer, the Assistant Treasurer and the Secretary. If any of these offices are shared, those persons sharing an office shall both be included.

Section 2. Any member of the PTO may become an Executive Officer without regard to any position previously held unless previously removed from an office or committee due to unlawful/illegal activities.

Section 3. Executive Officers are elected for a two-year term and shall not serve more than two consecutive years in the same office.

Section 4. Spring elections shall be held as required to fill vacant positions. Officers shall be installed at the Annual Meeting and assume their official duties at the beginning of the next fiscal year.

Section 5. If a vacancy for an Executive Officer (excluding the office of President) or Committee/Event Chairperson should occur, the Executive Committee shall appoint a replacement from the membership to serve out the remainder of the term. If a vacancy should occur in the office of President, the First Vice President assumes the duties of President for the remainder of the term.

Article VI

DUTIES AND OFFICERS

Section 1. The Executive Committee shall be the same persons who are the Executive Officers. The Executive Committee shall execute the powers and duties of a board of directors as per PA Rules of Incorporation.

Section 2. The President shall preside at all meetings of the Organization and of the Executive Committee and shall perform such other duties as may be prescribed in these by-laws, or assigned to her/him by the Organization or by the Executive Committee. The President shall coordinate the work of the officers and committees in order that the Objectives of the Organization may be promoted. The President must sign all contracts obligating the Organization. The President may be a nonvoting member of any committee by virtue of her/his office of President. The President serves as chairperson of the Budget Committee. The President shall act as chief liaison between the school and the PTO.

Section 3. The First Vice President shall assist the President in any areas requested, and shall perform the duties of the President in the absence of the President. The Vice President is to oversee all PTO fundraising activities. The Vice President serves as chairperson of the nominating committee and presents a slate of Executive Officers at the Annual Meeting. The Vice President is also a member of the budget committee.

Section 4. The Second Vice President shall assist the President in any areas requested, and shall assist the First Vice President in all the duties of the First Vice President. The Second Vice President is a member of the nominating committee; assisting with the development of the slate of Executive Officers and procurement of committee chair people.

Section 5. The Treasurer shall receive all monies of the Organization, shall keep an accurate record of receipts and expenditures and shall pay out funds in accordance with the budget approved by the Executive Committee and voted on by the PTO membership. The Treasurer shall present a financial statement at meetings of the PTO and also serves on the Budget Committee. Further, the Treasurer shall be a member ex-officio of all special financial committees created for disbursement of funds and shall notify the Executive Committee of all special financial committee meetings. The Treasurer is responsible for obtaining two signatures on all checks written in excess of \$500. The two signatures are to be obtained from the President, the Treasurer or the Assistant Treasurer. The Treasurer has the responsibility for filing forms pertaining to legal requirements and taxation, and will annually appoint an auditor, or other such qualified individual, to audit the PTO's accounts.

Section 6. The Assistant Treasurer is responsible for assisting the Treasurer in all the duties of the Treasurer and is the direct recipient of all bank statements and other related statements. The Assistant Treasurer is also a member of the budget committee.

Section 7. The Secretary shall maintain an accurate record of the meetings of the Organization throughout the year. These minutes shall be included in the newsletter immediately following the meeting. Copies of these minutes shall be kept in a file in the school office along with minutes from past meetings. Minutes shall be kept for at least seven years. A copy of each year's proposed budget and year-end financial statement shall be included with the minutes in the file also. In the event of absence from a PTO meeting, the Secretary shall find a substitute for that meeting. If needed during the year, the secretary shall handle any special correspondence. The Secretary shall keep the Corporate Seal and shall attest to any legal documents drawn by the Organization. The Secretary shall assist the Treasurer in insuring that all forms necessary for legal requirements and taxation are filed.

Article VII

MEETINGS

Section 1. The meetings of the PTO are held once a month or as necessary. The dates and times of the meetings shall be published in the annual district calendar. Notification of regular meetings and changes in meeting dates and times shall be given to all members at least five business days in advance, when possible.

Section 2. The June meeting of each year shall be the Annual Meeting.

Section 3. Special meetings of the PTO may be called at any time by the Executive Committee or by a petition from the general membership of the PTO.

Section 4. Those members present, who shall include at least two members of the Executive Committee, shall constitute a quorum for transaction of business in any regular or special meetings of the Organization called in accordance with these by-laws.

Section 5. Any business brought to a vote is passed by a simple majority of those members present and voting, except amendments to the by-laws. (Article XI) The Secretary shall tabulate any votes taken.

Section 6. The privilege of holding office, introducing motions, debating and voting shall be limited to members of the Organization.

Article VIII

EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the Executive Officers. The Executive Committee shall have the powers and duties of a board of directors as per PA Rules of Incorporation.

Section 2. The duties of the Executive Committee shall be:

- A. To conduct the business of the PTO as it relates to the student body, teachers and parent volunteers for the current PTO year;
- B. To create standing and special committees as needed;
- C. To oversee the work of standing and special committees;
- D. To present a report at the regular meetings of the Organization;
- E. To insure that the Organization's budget for the new school year is drafted prior to the end of the present school year;
- F. To appoint an auditor to audit the Organization's accounts.

Section 3. The officers of the Executive Committee shall be held harmless. No member of the Executive shall be personally liable for monetary damages for any action taken or any failure to take action unless: (a) the member has breached or failed to perform the duties of his/her office under Section 8363 of the Pennsylvania Director's Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided however, that the provisions of this shall not apply to the responsibility or liability of a member pursuant to any criminal statute, or to the liability of a member for the payment of taxes pursuant to local, state or federal law. This amendment shall be applicable to any action taken and any failure to take any action on or after January 27, 1987.

Article IX

STANDING AND SPECIAL COMMITTEES

Section 1. The Budget Committee shall be an ongoing standing committee consisting of at least the outgoing and incoming presidents, vice presidents, treasurers and assistant treasurers. This committee is responsible for proposing an annual budget to be presented at the last meeting of the fiscal year of the Organization. The budget contains both income and expense items. The fiscal year shall be defined as starting August 1st and ending July 31st.

Section 2. The Nominating Committee shall consist of at least the First and Second Vice-Presidents, the Volunteer Chairperson and one other person from the PTO membership. The Nominating Committee shall solicit nominations for officers in writing. The committee shall formulate a ballot of at least one nominee for each office to be filled. "Write-in" nominations of consenting candidates will be accepted on this ballot. The slate of officers shall be presented at the Annual Meeting for approval by vote of the members present. The Nominating Committee shall be responsible for distributing any ballots to the PTO membership.

Section 3. The Executive Committee as deemed necessary to promote the objectives of the PTO shall create standing committees. The chairperson(s) of the standing committees shall be selected by the Officers of the PTO as solicited by a written notice for volunteers by the Volunteer Chairperson, and/or the principal of the school or his representative and approved by the membership. Their term shall be one year. Recommendations of standing committees and special committees shall be reviewed by the Executive Committee and voted upon by the members of the Organization.

Section 4. All fundraising projects shall be approved first by the PTO membership and shall be confined to those in accordance with the Objectives and Policies of these by-laws.

Section 5. The chairperson of each standing and special committee shall be a PTO member and shall report committee activities to the Executive Committee for discussion and review at monthly PTO meetings. No committee work shall be undertaken without the consent of the Executive Committee.

Section 6. The power to form special committees and appoint their members rests with the PTO Executive Committee and approval by the membership at a regular meeting. Since a special committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is done and its final report is received.

Article X

END OF THE FISCAL YEAR

Section 1. The Treasurer's accounts shall be examined annually by an auditing committee of not less than two members of the PTO membership (excluding current and incoming member of the Executive Committee) and/or by qualified auditor. The auditing committee shall be appointed by the Executive Committee and shall examine the financial records at the end of the fiscal year. The reviewers shall submit a signed report to the PTO upon completion of the account review.

Article XI

AMENDMENTS

Section 1. These by-laws may be amended at any regular or special meeting of the Organization by a two-thirds vote of the members present and voting, provided notice of the proposed amendment shall have been given prior to the meeting.

Section 2. A committee may be appointed to submit a revised set of by-laws to be approved by a majority vote at a meeting of the Organization, or by a two-thirds vote of the Executive Committee. The by-laws shall be reviewed and adopted by the PTO membership every five years. Meetings of the by-laws committee are open to all PTO members.

Article XII

ARTICLES OF INCORPORATION

Section 1. The by-laws of the Organization shall be deemed to be part of its Articles of Incorporation.

Section 2. The Articles of Incorporation may be altered, amended or repealed by a majority vote of the Executive Committee, unless the amendment constitutes a provision that must be submitted to the membership according to the state law. The vote may be taken at any regular or special meeting duly convened after notice to the Executive Committee or the general membership of the purpose of the vote. Any changes must be approved by a majority vote of the membership present at any duly convened meeting.

Adopted by resolution of the PTO membership on March 13, 1997.

Revised March 1, 2004 and adopted by resolution of the PTO membership on May 5, 2004.

Revised March 1, 2006 and adopted by resolution of the PTO membership on April 5, 2006.

Revised April 7, 2010 and adopted by resolution of the PTO membership on April 16, 2010.

Revised September 5, 2010 and adopted by resolution of the PTO membership on September 8, 2010.