

## **Woodland Heights Elementary Parent Teacher Organization Articles and Bylaws**

### **Article 1: Name**

The name of this organization is Woodland Heights Parent Teacher Organization (“WHE PTO”).

### **Article 2: Structure**

- a. Purpose: The purposes of this organization are to support the education of students at Woodland Heights Elementary (“WHE”) in four key ways:
  - i. Creating a community where students feel they belong;
  - ii. Advancing an environment where teachers and staff are supported;
  - iii. Supplementing the tools needed to enhance educational opportunities;
  - iv. Facilitating communication between parents, teachers and school leadership.
- b. Non-Profit Status: The WHE PTO is a North Carolina not-for-profit corporation. The PTO shall be non-commercial, non-sectarian, and nonpartisan.

### **Article 3: Membership**

- a. Membership in this organization shall be made available without regard to race, color, creed, or national origin.
- b. Membership in this organization shall consist of the legal guardians of any child enrolled at Woodland Heights Elementary and shall commence upon registration of a student at WHE and any faculty or staff member employed at WHE School and shall commence at beginning of employment at WHE.
- c. Only members of the organization shall be eligible to serve in any of its elective or appointive positions.

### **Article 4: Officers, Board Members, Elections and Vacancy**

- a. Each officer in this organization shall be a member of this PTO.
- b. The officers of this organization shall consist of a President or Co-Presidents, one or more Vice Presidents, a Secretary and a Treasurer.
  - i. In addition to the Officers, the WHE PTO may, in its sole discretion, create such other Board positions as needed. All members of the WHE PTO Board shall have equal voting rights.
- c. Officers and all other Board positions shall be elected within 30 days of the end of school at the regular open session meeting of the general membership. Elections are made by simple up or down vote when made through nomination as provided for in subsection f. of this Article, unless there is an independent nomination, in which case, election is made through a simple majority.
- d. Officers and all other Board positions shall assume their official duties upon the conclusion of the school calendar year and shall serve for a term of one year. Outgoing Officers and all other Board positions shall serve in an advisory capacity

until the commencement of the following school year to allow for a smooth transition of duties.

- e. A person shall not be eligible to serve more than two consecutive terms in the same office.
- f. Officers and all other Board positions shall be nominated by the outgoing Board. The outgoing Board shall secure the consent of the nominees to serve and shall submit the name of one eligible candidate for each elective office.
- g. Independent nominations, with the consent of the proposed nominee, must be made in writing and endorsed by at least 25 members. They must be received by the Executive Board at least two weeks prior to the May meeting. Nominations will not be taken from the floor.
- h. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Executive Board. In the case of a vacancy in the office of President, the Vice President shall assume the duties of President and the new Vice President will be elected by the board.

#### **Article 5: WHE PTO Board**

- a. The WHE PTO Board shall consist of the Officers of the membership, other Board positions, any teacher representative, and the principal of the school.
- b. The duties of the WHE PTO Board shall be (i) to create a budget that is presented and voted on for approval by the general membership in the September meeting; (ii) to transact necessary business in the intervals between regular PTO meetings and such other business as referred by the membership; (iii) to create standing committees; (iv) to approve the plans of the work of the standing committees; (v) to present a treasury and organizational report at the regular PTO meetings.
- c. Regular meetings of the WHE PTO Board shall be held during the year. A simple majority of the WHE PTO Board will represent a quorum.

#### **Article 6: Meetings**

- a. At least two (2) open session meetings of this organization shall be held during the school year. Dates of these meetings shall be determined by the WHE PTO Board, announced at the first regular open session meeting of the year, and be posted in the newsletter.
- b. The Secretary shall serve public notice of the regular meetings two weeks prior to the event.
- c. Open session meetings should include: a treasury report (reconciling the account activity since the last formal report was given to the current bank account balance), project updates/old business, and new business.
- d. Issues that require the general membership's approval will be reviewed by the WHE PTO Board who will make a recommendation to the general membership. If the general membership votes against the WHE PTO Board's recommendation, the decision will be tabled and a revote will be done at a meeting that is held within 6 weeks of the original meeting. The second vote carries regardless of the outcome.

- e. WHE PTO Board members are required to attend a majority of all meetings scheduled and will be relieved of their duties if they are missing meetings without good cause.
- f. Any business transacted during PTO meetings will be acted upon by the majority of the members present.
- g. At least one teacher should attend the PTO board meetings.

### **Article 7: Treasury**

- a. All expenditures of more than \$500 must be approved by the WHE PTO Board.
- b. A majority of the WHE PTO Board must approve the vendor being used for expenditures of greater than \$500.
- c. Deposited funds of the organization shall be withdrawn only by checks signed by the Treasurer or appointed co-signer.
- d. All expenditures (including those previously budgeted) must have receipts or invoices attached to a Reimbursement Form.
- e. The treasurer or the co-signer cannot sign checks made out to him/herself, his/her business, or those requested by him/herself.
- f. All money received by the WHE PTO must be counted by a committee member and recorded on a Received Funds Form before being turned over to the Treasurer, who will verify all receipts and deposit the money in the bank.
- g. A North Carolina Sales Tax refund (E-585) should be filed by the Treasurer for the two periods ending Dec. 31 and June 30 each year.
- h. IRS Form 990 must be filed each year ending June 30 to maintain non-profit status.
- i. Items purchased by WHE PTO are the property of WHE and will stay at the school.

### **Article 8: Amending the Bylaws**

- a. The WHE PTO Board will review the bylaws as needed and present any changes to the general membership that 2/3s of the board feel should be made. This may be done at any Open Session meeting. Notice of these proposed changes will be posted on the PTO website 10 days prior to the Open Session meeting at which the changes will be presented for approval by the general membership.
- b. The WHE PTO Board's recommended changes to the bylaws must be approved by the general membership by a majority vote of the general membership present at the Open Session

### **Article 9: Indemnification Clause**

The WHE PTO shall indemnify every Director, every Officer and every other member of the Board, his heirs, executors, administrators, against all loss, cost and expense, reasonably incurred by him/her in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been a Director, Officer or other Member of the WHE PTO Board, including reasonable matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent

such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director, Officer or other Member of the WHE PTO Board may be entitled.

\*Updated 2/10/2020 to reflect changed voting date for new members due to the change in the school calendar.