**THE NOKESVILLE SCHOOL**

**PARENT TEACHER ORGANIZATION**

**BYLAWS**

**ARTICLE I: NAME**

The name of this corporation is The Nokesville School (TNS) Parent Teacher Organization located in Nokesville, Virginia. It is an independent association of parents, teachers and staff at The Nokesville School.

**ARTICLE II: PURPOSE**

The Purpose of The Nokesville School PTO is to foster relationships among the school, parents and teachers and to enhance the learning environment at The Nokesville School. The purpose is governed and qualified by the basic policies set forth in Article III. The TNS PTO is organized exclusively for charitable, scientific, literary or educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future federal tax code.

**Per PWCS Regulation 951-2.J Provision 3:** Policies which prohibit discrimination in programs, activities, and membership, based upon race, color religion, national origin, sex, gender identity, sexual orientation, pregnancy, childbirth or related medical conditions including lactation, age, marital status veteran status, disability, genetic information, or any other basis prohibited by law.

**ARTICLE II: BASIC POLICIES**

**3.1 General.** The TNS PTO shall be noncommercial, nonsectarian, and nonpartisan.

**3.2 Noncommercial.** The organization or members in their official capacities shall not endorse a commercial entity no engage in activities not related to promoting the Purposes of the organization.

**3.3 Political activity.** The Corporation or members in their official capacities 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; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

**3.4 Other Organizations.** The organization shall not enter into membership with other organizations.

**3.5 Earnings**. No part of the net earnings of the organization shall insure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof.

**3.6 Tax Exempt Activities.** Notwithstanding any other provision of these bylaws, the organization shall no carry on any activities not permitted to be carried on by an organization exempts from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE IV: MEMBERSHIP AND DUES**

**4.1 Eligibility.** Any person who is a parent or guardian of, or other adult standing in loco parentis for, a student enrolled at The Nokesville School or who is a teacher or staff member at TNS may be a member and have voting rights. Only members of the PTO shall be eligible to vote in its business meetings or to serv in any of its elective or appointive positions.

**4.2** **Dues**. Dues, if any, may be established and charged of member families upon the determination of the Board of Directors and approval of the membership. Any member who has paid the established dues holds voting rights, may serve on committees or as an officer, and may otherwise participate fully in the activities of the PTO.

**ARTICLE V: BOARD OF DIRECTORS**

5.1 **Responsibilities.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law and these bylaws. The Board of Directors is responsible to develop organizational goals and strategies for their execution for the Corporation, to create standing rules and policies, to establish standing and temporary committees and appoint their chairmen, to prepare and submit a budget to the membership, to approve routine bills, and to prepare reports and recommendations to the membership.

**5.2 Composition and Term.** The Board shall consist of the elected officers of the PTO plus the school Principal and one faculty representative from TNS. Directors shall serve one-year terms and may be reelected for any number of subsequent terms.

**ARTICLE VI: OFFICERS**

**6.1 Officers.** The officers shall be a President, Vice President of middle school, Vice President of Elementary, a Secretary, a treasurer and two at-large Directors. A person may serve as only one officer at a time.

**6.2 Nomination**. A nominating committee of three members shall be elected by this PTO at a regular meeting at least two months prior to the election of officers. The committee shall elect its own chairman. The nomination committee shall nominate at least one eligible person for each office and present the slate at the April membership meeting. At the election, meeting, additional nominations may be made from the floor. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

**6.3 Election.** The officers shall be elected by ballot in the month of May. However, if there is but one nominee for office, election for that office may be by voice vote. A majority of the votes cast shall constitute an election.

**6.4 Assumption of Duties**. Officers, except Treasurer, shall assume their official duties following the close of the fiscal year in June. The Treasurer shall assume his or her official duties when the year-end audit has been presented to and accepted by the Board of Directors. A treasurer coming into office mid-term as a result of resignation or removal of the prior treasurer, shall not assume duties until completion of the audit required by Article XI below.

**6.5 Term of Service**. Officers shall serve for a term of one year or until their successors are elected, however, a person shall not be eligible to serve more than two consecutive terms in the same office. A person who has serve in an office for mor than one-half of a full-term shall be deemed to have served a full term in that office.

**6.6 Resignation.** Resignation of an Officer is effective upon receipt of written notification to the President of the Corporation, or in the case of the resignation of the President, upon receipt of written notification to the Secretary.

**6.7 Vacancy.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors. In case a vacancy occurs in the office of president, the vice-president shall automatically become the president and serve notice of the election to fill the vacancy in the office of vice-president.

**6.8 Removal.** An officer may be removed by the two-thirds vote of the Board of Directors, whenever in the Board’s judgment the best interests of the Corporation will be served thereby.

**ARTICLE VII: DUTIES OF OFFICERS**

**7.1 President.** The president shall: preside at all meetings of the association; perform such other duties as may be prescribed in these bylaws or assigned by the Board of Directors or the membership; represent the organization at meetings outside the organization; be a member ex officio of all committees except the nomination committee; coordinate the work of the officers and committees of the association in order that the Purposes may be promoted.

**7.2 Vice President of Middle School.** The VP for middle-school shall: act as liaison with middle school staff; act as aide to the president; perform the duties of the president in the absence or inability of that officer to act; and perform other delegated duties as assigned.

**7.3 Vice President of Elementary School.** The VP of elementary school shall: act as liaison with elementary staff; act as aide to the president; perform the duties of the president in the absence or inability of that officer to act; and perform other delegated duties as assigned.

**7.4 Secretary.** The Secretary shall: record the minutes of all meetings of the association; keep the official documents of the organization, including, but not limited to , the Articles of Incorporation, the bylaws, any standing rules, the membership list, and the minutes; and perform other delegated duties as assigned.

**7.5 Treasurer**. The Treasurer shall: have custody of all the funds of the Corporation; keep a full and accurate account of receipts and expenditures; make disbursements as authorized by the president, Board of Directors, or membership in accordance with the budget adopted by the Corporation; have checks or vouchers signed by two officers, preferably the treasurer and the president; present a written financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors; prepare an annual financial report at the close of the fiscal year; have the accounts examined according to the auditing procedures outlined in Article XI; prepare and submit form 990, as applicable, to the IRS; and perform other delegated duties as assigned.

**7.6 At-Large Director.** At-large Directors shall: attend required meetings, support the other officers in their duties and perform other delegated duties as assigned.

**7.7 Records and Books.** Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books, and any other materials pertaining to the office.

**ARTICLE VIII: COMMITTEES**

**8.1 Possible Committees.** Standing committees may include Fundraising, Hospitality, Membership, Communications, Arts and Enrichment, Family Events, Nomination, Auditing, Volunteer Coordinator, and any other committee the Board of Directors shall establish.

**8.2 Chairman’s Term.** The term of each standing committee chairman shall be one year or until selection of a successor. No standing committee chairman shall be eligible to serve in the same capacity for more than two consecutive terms. The term of each special committee chairman is ended upon completion of the task assigned to the committee.

**8.3 Plan of Work.** The chairman of each standing and special committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board.

**8.4 Records**. Committee chairmen shall turn over to the president, without delay, all records, books, and other materials pertaining to the committee at the end of the term served or when departing office.

**ARTICLE IX: MEETINGS**

**9.1 Board of Directors.** The Board of Directors shall meet at least one time per calendar year, usually in the summer. Meetings shall be at such dates, times and places as the Board shall determine.

**9.2 Membership Meetings**. Regular meetings of the Corporation shall be held quarterly during the school year, unless otherwise provided by the association or by the Board of Directors, four days’ notice having been given. Special meetings of the membership may be called by the President or by a majority of the Board of Directors, four days’ notice having been given.

**9.3 Quorum.** Ten members shall constitute a quorum for the transaction of business in any general meeting of this Corporation. In any meeting of a smaller group (i.e. a board or committee), a quorum shall consist of a majority of the members currently serving in that body.

**9.4 Votes.** Voting on routine matters may be by voice vote; however, options requiring a two-thirds (2/3) affirmative vote (e.g. votes on bylaws) shall be by a rising vote or show of hands by verified members of this PTO.

**9.5 Teleconferences**. Meetings may employ the use of teleconferencing technology so long as members participating in such meetings can hear one another clearly.

**9.6 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**ARTICLE X: RECORDS**

The TNS PTO shall keep such permanent books fo account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization. Such books of account and records shall at all reasonable times be open to inspection by the membership.

**ARTICLE XI: AUDITS**

**11.1 Appointment of Auditors.** An auditing committee or a professional auditor shall be selected by the Board of Directors prior to the end of the fiscal year. An auditing committee shall consist of no fewer than three members and no one with signature authority shall sit on the auditing committee.

Per PWCS Regulation 951-2.J Provision 4: An agreement to administer all funds received from fundraising activities under the principles set forth in Policy 352q, “System of Accounts – Activity Funds,” Regulation 341-1, “Guidelines for School Fundraising Activities,” and the PWCS Financial Guidelines Manual, including the requirement that the booster club or parent organization undergo an annual outside audit conducted by a person or business which is independent of the organization. A copy of such audit shall be provided annually to the principal.

**11.2 Timing.** The Treasurer shall submit the books to the auditing committee or the professional auditor at the end of the fiscal year.

**11.3 Mid-Term Audit.** In the event of the Treasurer’s resignation during a term of office, the Board of Directors shall select an auditing committee or a professional auditor within one week of the resignation. An audit shall be performed using fiscal year end auditing procedures and shall be completed within three weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.

**11.4 Reports.** The fiscal year-end audit report shall be submitted in writing to the Board of Directors prior to finalization of the proposed budget for the coming school year. That audit report shall be presented to the membership for adoption at the first meeting held after completion of the report. Any mi-term audit report shall be submitted to the membership upon its completion.

**ARTICLE XII: FISCAL YEAR**

The fiscal year of this PTO shall begin on July 1 and end on June 30.

**ARTICLE XIII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws, or the articles of incorporation.

**ARTICLE XIV: BYLAWS REVISIONS AND AMENDMENTS**

Bylaws shall be revised or amended at a regular meeting of the association provided notice and a copy of the proposed bylaws revision or amendments are provided to the membership at least thirty days prior to the meeting at which the revision or the amendments are to be voted upon. The proposed bylaws revision or amendments required a two-thirds vote of the members present and voting, assuming a quorum.

**ARTICLE XV: DISSOLUTION**

**15.1 Resolution for Consideration**. In order to dissolve the Corporation, the Board of Directors shall adopt a resolution recommending that the PTO be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members during the academic year.

Written notice, stating that at the meeting members will consider the advisability of dissolving the organization, shall be given to the members at least thirty days prior ro the date of such meeting.

**15.2 Votes Required for Approval.** Approval of dissolution of the TNS PTO shall require the affirmative vote of at least two-thirds of the members present, assuming a quorum.

**15.3 Disposition of Funds.** Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profits funds, foundations, or organizations which have established their tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.