

Waverly-Belmont PTO Bylaws
Last Updated May 3, 2022

ARTICLE I

These Bylaws govern the Waverly-Belmont Parent Teacher Organization (the “**PTO**”), a not-for-profit association organized and existing under the laws of the State of Tennessee to support Waverly-Belmont Elementary School (“**School**”). The Bylaws are subject to the provisions of the Corporation’s Charter and any applicable provision of the Tennessee Nonprofit Corporation Act §§ 48-51-101, *et. seq.* (the “**Act**”).

ARTICLE II – MISSION

The PTO is organized to develop a closer connection between School and home by encouraging parent involvement and to improve the environment at the School through volunteerism and financial support, funded outside of the annual School budget, which enhances the educational and emotional well-being of all students (“**Mission**”).

ARTICLE III – POLICIES

Section 1: The PTO shall operate for charitable, educational, nonpartisan, non-sectarian, and non-commercial purposes and shall not discriminate based on age, sex, sexual orientation, creed, or national origin.

Section 2: The PTO will strive to use the money raised in a given year to benefit the School in the same school year. Any funds not appropriated may roll over to the next year’s budget. Special fundraising programs can be approved to raise extraordinary funding for long-term capital projects. These funds will be kept separate from the PTO’s operating budget and dedicated to the intended purpose. PTO funds will be used in accordance with the PTO Mission set forth in Article II and applicable law.

Section 3: The policies of the PTO are established to maintain a tax-exempt status as defined by Section 501(c)(3) of the Internal Revenue Code.

Section 4: The name of the PTO and the names of any of its Members in their official capacities shall not be used in any connection with a commercial concern or political interest or for any purpose unrelated to the PTO Mission set forth in Article II.

Section 5: The PTO may create additional policies to further the PTO Mission set forth in Article II.

Section 6: The fiscal year of the PTO shall begin on July 1st and end on the following June 30th.

ARTICLE IV - MEMBERSHIP

Section 1: Membership. Any parent or guardian of a student currently enrolled at the School, the principal, or any faculty member currently employed at the School is a PTO member (“**Member**”). Dues are not required for membership.

Section 2: Vote. Each Member must register to vote annually by providing their name to the Secretary. Each Member shall have one vote in matters submitted to the Members for vote. Voting may take place by voice or, upon request, by written ballot. Members must be present at a meeting to vote.

Section 3: Regular Meetings. There shall be regular Member meetings as determined by the Executive Board, but in no event less than quarterly meetings. Such meetings shall be held either virtually or physically within Davidson County, Tennessee. Attendance shall be taken by the Secretary.

Section 4: Special Meetings. Special Member meetings may be called at any time during the school year by the President or upon the written request of at least five Members to the Secretary. The purpose of such special Member meeting must be included in the notice to Members of the special meeting.

Section 5: Notice. Notice of any Member meeting shall be given at least five days prior to the meeting, in any form determined by the Executive Board. The attendance of any Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly convened. The purpose of any regular or special Member meeting does not need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6: Quorum and Manner of Acting. The quorum at any Member meeting shall consist of those in attendance. The act of a majority of the Members present at a meeting shall be the act of the PTO, except where otherwise provided by law or these Bylaws.

ARTICLE V – EXECUTIVE BOARD

Section 1: Officers. The PTO shall have the following Officers: a President, a Vice President, a Secretary, a Treasurer, a Vice Treasurer, and three faculty members nominated and chosen by staff. Collectively, the President, Vice President, Secretary, Treasurer, Vice Treasurer, and three faculty members are the “**Executive Board.**” The Executive Board shall serve as the Directors of the PTO. Additional PTO positions may be created and appointed by the Executive Board, but such additional positions shall not be Officers or Directors of the PTO or Executive Board members. Additional committees may be created by the President or by the majority vote of the Executive Board.

Section 2: Duties. The Executive Board shall supervise, manage and control the activities of the PTO. There shall be regular meetings of the Executive Board as determined by the Executive Board, but in no event less than quarterly.

Section 3: Nominations & Elections. Only Members shall be eligible to serve as an Officer provided that no Officer may be related to another PTO Officer, the School Bookkeeper, the School Administrator, or any employee of the PTO. Nominations for the following year’s Officer positions shall be submitted to the current Secretary at the second to last PTO meeting of the current school year. The names of the Officer nominees shall then be provided in the notice to Members of the final PTO meeting of the school year. Voting for the following year’s Officers shall take place at the final PTO meeting of the school year.

Section 4: Executive Board Succession. Officers shall serve terms of one year (beginning July 1st and ending on the following June 30th) or until their resignation or removal. In the following school year, the outgoing Vice President shall succeed the outgoing President; and the outgoing Vice Treasurer shall succeed the outgoing Treasurer. The Vice President, Vice Treasurer, and Secretary shall be elected annually. A Member may hold only one Officer position at a time.

Section 5: Vacancy. In the event an Officer position is not filled as required in Section 3 above or otherwise becomes vacant, the PTO shall hold elections during the school year when the vacancy occurs. In the event the number of filled Officer positions falls below three, the PTO shall notify the Members and hold a special Member meeting to fill the open Officer positions.

Section 6: Resignation. Any Officer may resign at any time by giving written notice to the Secretary. Resignation take effect on the date of receipt of such notice, or at any later time specified in the resignation notice.

Section 7: Removal. Any Officer may be removed, with or without cause, by a majority vote of the Members present at a Member meeting. The notice for such meeting must include the potential removal of the Officer as a purpose for the meeting.

Section 8: Compensation. The PTO shall not compensate Officers for their service.

Section 9: Conflicts of Interest. Whenever an Officer has a financial or personal interest in any matter involving the PTO, the affected Officer shall fully disclose the nature of the potential conflict of interest and withdraw from discussion, lobbying, and voting on the matter. Any vote involving a potential conflict of interest shall be approved only when a majority of disinterested Members vote in favor of the matter in question after disclosure of the potential conflict of interest. The minutes of meetings at which such votes are taken shall record the potential conflict of interest, the disclosure, the affected Officer's abstention, and the voting record on the matter.

ARTICLE VI - OFFICER DUTIES

Section 1: President

The President shall:

- a) Appoint PTO committees as needed and be a member, ex officio, of all committees.
- b) Represent the PTO to all third parties, including MNPS and the School.
- c) Prepare and present an orientation for new Officers at the beginning of the school year.
- d) Perform the duties of the Vice President when the Vice President is absent

Section 2: Vice President

The Vice President shall:

- a) Prepare the agenda for and preside over all Executive Board meetings and Member meetings.
- b) Prepare a proposed PTO calendar for the following school year.
- c) Assist the Treasurer in preparing the proposed budget for the following school year.
- d) Perform the duties of the President when the President is absent.
- e) Perform the duties of the Secretary when the Secretary is absent.

Section 3: Secretary

The Secretary shall:

- a) Maintain and make available to Members all records of the PTO, including transactions, contracts, meeting minutes, correspondence, these Bylaws, Member lists, and any other official PTO documents.
- b) Record and circulate the minutes of the meetings of the Executive Board and Member meetings.
- c) Administer elections for the PTO.
- d) Oversee the communication efforts of the PTO and approve the form of all communication materials produced by the PTO.

Section 4: Treasurer

The Treasurer shall:

- a) Maintain the PTO financial records.

- b) Receive and maintain PTO funds, perform PTO banking activities, and execute financial instruments on behalf of the PTO.
- c) Perform the complete and timely filing of all federal and state tax returns and any other filings required by law.
- d) Perform the duties of the Vice Treasurer when the Vice Treasurer is absent.

Section 5: Vice Treasurer

The Vice Treasurer shall:

- a) Prepare and present the proposed budget for the following school year to the Executive Board and Members.
- b) Provide reports of PTO financial activities at the end of the school year and as otherwise requested by the President.
- c) Perform the duties of the Treasurer when the Treasurer is absent.

ARTICLE VII - FUNDS

Section 1: Use. PTO funds shall only be used to directly further the Mission set for in Article II.

Section 2: Budget. The Executive Board shall prepare a budget annually for the PTO. The budget shall be approved by a majority vote of the Members present at a Member meeting. The notice for such meeting must include the approval of the annual budget as a purpose for the meeting. Requests for non-budgeted expense may be submitted at any monthly PTO meeting by any Member in good standing. A vote for approval of the monetary disbursement shall be taken at the next scheduled Member meeting by a majority vote of the Members present at a Member meeting provided that a majority of the Executive Board must also vote to approve a non-budgeted expenses of more than three percent of the annual budget. The notice for such meeting must include the approval of a non-budgeted expense as a purpose for the meeting.

Section 3: Income. All funds raised for the PTO must be documented and submitted to the Treasurer. Separate ledgers shall be maintained for funds received from each unique fundraiser.

Section 4: Expenses. Reimbursements for all expenses shall be made only after receipts for the expenditures have been audited, documented, and approved by the Treasurer. Reimbursement requests should be submitted as soon as possible and must be accompanied by an itemized receipt. Cash advances must be approved in advance by the Treasurer and must include a detailed basis for the advance. The President, Treasurer, and Vice Treasurer have authority to execute financial instruments for the PTO, but every financial instrument must be signed by two Officers. No Officer shall secure any contract in the name of the PTO without the approval of the majority of the Executive Board.

ARTICLE VIII - Miscellaneous Provisions

Section 1: Insurance. The PTO may, to the fullest extent permitted by law, maintain insurance on behalf of such person against any liability.

Section 2: General Exculpation. To the fullest extent that the law of the State of Tennessee permits on the date these Bylaws were last updated or as the law may subsequently be amended to further limit or eliminate the liability of directors or officers, no PTO Director or Officer shall be personally liable to the PTO for damages for breach of fiduciary duty; provided, however, that this provision is not intended to eliminate or limit the liability of a director (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (ii) for unlawful distributions under Section 48-58-304 of the Act, as amended from time to time.

ARTICLE IX – DISSOLUTION

Section 1: Method of Dissolution. The PTO may be dissolved, by a majority vote of the Members present at a Member meeting. The notice for such meeting must include the potential dissolution of the PTO as a purpose for the meeting.

Section 2: Remaining Funds. After a successful vote to dissolve the PTO, the President and Treasurer shall use remaining PTO funds to settle any outstanding debts and the remaining funds shall be held in escrow by the principal for use by a future School PTO. If a future School PTO is not formed within twenty-four months of dissolution of the PTO, the remaining PTO funds shall revert to the School and be used for the Mission set forth in Article II under the discretion of the principal.

ARTICLE X – AMENDMENT OF THE BYLAWS

These Bylaws may be amended by a majority vote of the Members present at a Member meeting. The notice for such meeting must include the potential amendment of the Bylaws as a purpose for the meeting.

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