

# **Midlothian Middle School Parent Teacher Organization Bylaws**

## **Article 1 - Name, Description and Purpose**

**Section 1: Name** - The name of the organization shall be known as the Midlothian Middle School Parent Teacher Organization, hereafter referred to as the PTO. The PTO is located at Midlothian Middle School, 13501 Midlothian Turnpike, Midlothian, Virginia, 23113.

**Section 2: Description** - The PTO is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

**Section 3: Purpose** - The purpose of the PTO is to enhance and support the educational experience at Midlothian Middle School, to develop a closer connection between school and home by encouraging parental and student involvement, and to improve the environment at Midlothian Middle School through volunteer and financial support.

## **Article II – Membership and Dues**

**Section 1: Membership** - Membership shall be open, without discrimination, to anyone who believes in and supports the purposes of the Midlothian Middle School PTO. The PTO shall conduct an annual enrollment but may admit persons to membership at any time.

**Section 2: Annual Dues** - Dues will be assessed yearly before publishing. Memberships received during the fiscal year ending June 30 shall expire the following September 30.

**Article III – Officers, Board and Elections** **Section 1: Officers** - The elected officers of the PTO shall be President, Vice President, Secretary, and Treasurer.

**Section 2: Eligibility** - Each officer of this PTO must be a member of

this PTO.

**Section 3: Term of Office** - The term of office for the officers, except the Treasurer, is one year, beginning immediately upon election, and ending upon officer election the following school year. The Treasurer shall assume office upon the completion of the auditing procedures.

**Section 4: Term Restrictions** - A person shall not be eligible to serve more than two consecutive terms in the same office unless approved by the Board and voted on by the General Membership at the Elections Meeting.

**Section 5: The Board** - The Board of the PTO shall consist of:

- a. The Officers of the PTO: President, Vice President, Secretary, Treasurer
- b. The school Principal and designated teacher representative(s)
- c. And other appointed Committee Chair or Co-Chair positions such as:

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- Membership - School Beautification - 8th Grade Day

- Staff Appreciation/Hospitality - Fall Dance

-Basketball Blast

- Community Partnership - 8th Grade Dance

-PBIS Support

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## **Section 6: Duties**

Board – Develop the PTO’s annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, approve by majority vote of the Board unbudgeted expenditures of no more than \$500.00 per budget line item. President – Preside at General Membership meetings and Board meetings, serve as the official representative of the PTO, retain all official records of the PTO, and serve as ex officio member of all committees except nominating committee.

Vice President – Assist the President, chair meetings in the absence of the President, and assist committees with their work. Secretary – Record and distribute minutes of all Board meetings and all General Membership PTO meetings, manage communications for the PTO including, thank you notes, facebook page, website, etc.

Treasurer – Serve as custodian of the PTO’s finances, collect revenue, pay authorized expenses, report financial activity every month, prepare year-end financial report, facilitate an annual audit, and hold all financial records. Appointed Committee Chairs – Provide direction, planning and execution of activities in the area for which the committee functions, reports to the PTO Board, as needed, regarding activities of the committee and any needs.

**Section 7: Removal** - An officer can be removed from his/her office for failure to fulfill his/her duties by a majority vote of the Board.

**Section 8: Elections** - Officers shall be elected by ballot vote at a PTO *General Membership Elections Meeting* called in June. If there is but one nominee for an office, election for that office may be by voice vote. Eight (8) members of the PTO will constitute a quorum for the purpose of voting. A majority of the votes cast shall constitute an election. A tie shall be broken by the drawing of lots.

**Section 9: Vacancy** - A vacancy occurring in any office shall be filled by a person elected by a majority vote of the Board.

## Article IV – Meetings

**Section 1: Board Meetings** - The PTO Board shall meet monthly during the school year, or at the discretion of the President.

- a. Only members of this PTO shall be eligible to vote in the meetings of this PTO. Members have voting privileges, one vote per member. Voting may occur electronically when deemed necessary by the President.
- b. Eight (8) members of the PTO Board will constitute a quorum for the purpose of voting.

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**Section 2: General Membership Meetings** - General Membership Meetings of the PTO shall be held when deemed necessary by the PTO Board.

- a. The Annual Budget shall be approved and Annual Audit Report adopted by the PTO General Membership during the *General Membership Meeting*, usually in September, held in conjunction with the schools Back to School Night, when possible. If not possible, a *General Membership Meeting* will be called specifically to approve the Annual Budget and adopt the Annual Audit Report in the fall of the fiscal year. A majority vote is required for each item.
- b. The *General Membership Elections Meeting* shall be held during June to elect officers for the following fiscal year.
- c. Fifteen (15) days notice will be given to members for any *General Membership Meeting*. Notice shall be delivered on any of the normally used modes of communication: school newsletter, PTO website, facebook page, school portal, pre-published PTO calendars, etc.

- d. Only members of this PTO shall be eligible to vote in the meetings of this PTO. Members have voting privileges, one vote per member.
- e. Eight (8) members of the PTO will constitute a quorum for the purpose of voting. **Article V – Voting**

**Section 1:** Voting may occur electronically when deemed necessary by the President or PTO Board.

**Section 2:** When voting electronically, eight (8) members will constitute a quorum and must participate, and the required representation must be met. (i.e. two-thirds vote of quorum will result in favorable vote, majority vote of quorum will result in favorable vote, etc.)

## **Article VI – Financial Policies**

**Section 1: Employee Identification Number** - The Midlothian Middle School PTO is registered with the Internal Revenue Service Department of Treasury and has an *Employee Identification Number* (EIN). This EIN is required for organizations who apply for non-profit status. The PTO's Employee Identification Number is XX-XXXXXXX. The PTO Treasurer holds the EIN Confirmation Letter received from the IRS which is needed to carry on business on behalf of the PTO.

**Section 2: Fiscal Year** - The fiscal year of the PTO begins July 1 and ends June 30. **Section 3: Banking** - All funds shall be kept in a checking account in the name of Midlothian Middle School PTO,

requiring two signatures of the designated PTO Officers and held at a local financial institution.

**Section 4: Reporting** - All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The PTO shall arrange an independent audit of its financial records each year. The resulting audit report shall be reviewed and

adopted by the General Membership at the fall *General Membership Meeting*.

**Section 5: Ending Balance** - The organization shall leave a minimum of \$3,000.00 in the PTO treasury at the end of each fiscal year to serve as carryover for PTO startup expenses for the next school year.

**Section 6: Contracts** - Contract signing authority is limited to the President of the PTO.

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## **Article VII - Bylaw Amendments**

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**Section 1: How** - Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO Board meeting shall be considered for voting at a General Membership Meeting, called as required in *Article IV, Section 2* of these bylaws.

**Section 2: Voting** – A quorum of eight (8) members must be present and two-thirds (2/3) approval of all members present and voting is required to adopt an amendment to the Bylaws.

## **Article VIII – Articles of Incorporation**

**Section 1: Reason and Fees** – The Midlothian Middle School PTO is incorporated through the Commonwealth of Virginia State Corporation Commission (SCC). This provides some liability protection for the officers of the PTO. An annual registration fee for non-stock corporations is required and may be filed and paid online at <https://sccfile.scc.virginia.gov> . This annual registration fee is due on June 23 and is determined by the SCC. Notification from the SCC will be sent to the PTO Corporation’s registered agent.

### **Section 2: Articles of Incorporation:**

(1). Said corporation is organized exclusively for charitable, religious,

educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(2). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(3). Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article IX – Dissolution**

In the event of dissolution of the PTO, any funds remaining shall be donated to Midlothian Middle School.

## **Article X – Parliamentary Authority**

The authority for this organization shall be *Robert's Rules of Order Newly Revised*. *Midlothian Middle School PTO Bylaws June 2019 Page 4 of 7*

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## **Article XI – Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax -exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2. Definitions. a. Interested Person.** Any director, principal officer, or member of a committee with governing board

delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. **b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through

business, investment, or family:

**i.** An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

**ii.** A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

**iii.** A potential ownership or investment interest in, or compensation



arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures.**

**a. Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers who are considering the proposed transaction or arrangement.

**b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

#### **c. Procedures for Addressing the Conflict of Interest.**

**i.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**ii.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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**iii.** After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**iv.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**d. Violations of the Conflict of Interest Policy.**

**i.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**ii.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation. a.** A voting member of the governing board who receives compensation, directly or indirectly, from the

organization for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements.** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;

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- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it

must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

**Section 7. Periodic Reviews.** To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax- exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

These bylaws were adopted on \_\_\_\_\_ by the **Midlothian Middle School PTO Charter Committee.** \_\_\_\_\_

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