

## **BYLAWS OF**

### **Brownstown Elementary School**

#### **Parent Teacher Organization**

**(A part of the Conestoga Valley Parent Teacher Group which is a Pennsylvania Nonprofit Corporation)**

### **ARTICLE I - Offices and Fiscal Year**

Section 1.01. Name. The name of this Organization shall be Brownstown Elementary Parent Teacher Group (PTO).

Section 1.02. Fiscal Year. The fiscal year of the Organization shall begin on July 1 and end on June 30 of the following year.

Section 1.03. Role and Purpose. The purpose of the Organization is to support the educational and charitable purposes of Brownstown Elementary School.

Section 1.04. Goals.

- A. To unite parents/guardians, teachers, and administrators in working together for the welfare and enrichment of children by providing stimulating programming activities which promote the education of those children, teachers and parents/guardians and community within the school.
- B. To encourage interaction and communication between parents/guardians and teachers in order to facilitate more excitement for and commitment to the school.
- C. To raise money as needed in order to support the organization's goals planned programs.

### **ARTICLE II - Board of Directors and Officers**

Section 2.01. Duties of the Board. The business and property of the Organization shall be managed and controlled by the Board of Directors.

Section 2.02. Powers. The Board of Directors shall have full power to establish and direct the policies governing the business and affairs of the Organization and all powers of the Organization are hereby granted to and vested in the Board of Directors.

Section 2.03. Qualifications. Each director of the Organization shall be a parent or guardian having children in the Brownstown Elementary School and/or a teacher, administrator or staff member of the school. The officers must be Board Directors and cannot be the Principal or Teacher Representatives.

Section 2.04. Number and Election. The Board of Directors shall consist of not less than six (6) nor more than eleven (11) directors. New directors shall be elected by majority vote of the Board of Directors with the exception of the school Principal, up to two (2) Teacher Representatives and the VIA Coordinator who are de facto directors without term limits. The officers of the Organization shall be a President, a Vice President, a Secretary, a Treasurer and an Assistant Treasurer.

Section 2.05. Term of Office and Nominations. Each director and/or officer will hold office for a term of one (1) year, which term is extended until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A director may be reelected.

It is encouraged and desirable that all new persons willing to accept nomination for election to the Board attend one (1) regularly scheduled meeting of the Board of Directors as a guest. This is applicable for annual elections and filling of a vacancy.

Section 2.06. President. The President of the Board shall at all times preside at all meetings of the Board of Directors, shall be a member ex officio of all committees, and shall perform such other duties as may from time to time be requested by the Board of Directors.

Section 2.07. Vice President. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence of that officer, and shall perform such other duties as may from time to time be requested by the Board of Directors.

Section 2.08. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record the outcome of all the votes of the directors and the minutes of the Board of Directors, and such other duties as may from time to time be assigned by the Board of Directors.

Section 2.09. Treasurer. The Treasurer shall have or provide for the custody of the funds or other property of the Organization; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Organization; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as Treasurer, and the financial condition of the Organization; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors.

Section 2.10. Assistant Treasurer. The Assistant Treasurer shall act as aide to the Treasurer and shall perform the duties of the Treasurer in the absence of that officer, and shall perform such other duties as may from time to time be requested by the Board of Directors.

Section 2.11. Resignations. Any director or officer of the Organization may resign at any time by giving notice in record form to the President or the Secretary of the Organization. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.12. Vacancies. Any vacancy or vacancies in the Board of Directors or officers because of death, resignation, removal, disqualification, or any other cause, may be filled by a

majority vote of the remaining directors, and each person so appointed shall be a director to serve for the balance of the unexpired term.

Section 2.13. Removal. A director or officer may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors. A director who is so removed shall not be granted any rights to a hearing or the right to appeal the removal. Notice of the decision shall be given to the removed director or directors, and the Board of Directors in record form.

Section 2.14. Meetings.

- A. Regular Meetings. Regular meetings of the organization shall be intended to be held monthly during the school year. There will be at least three (3) meetings open to all individuals who meet the qualifications to serve on the Board of Directors throughout the school year. The dates and times of these meetings shall be determined by the Board of Directors and a one (1) week notice shall be intended to be given to all parents/guardians and teachers.
- B. Special Meetings. Special meetings may be called at any time by the President or a majority of the Board of Directors.

Section 2.15. Quorum; Manner of Acting and Adjournment. A majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one (1) vote.

All matters shall require a majority vote of the directors present and entitled to vote at any meeting of the Board of Directors.

Except as otherwise provided by law, in the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present.

Section 2.16. Unanimous Consent. The directors shall act only as a Board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting if all Board Directors consent to the action in writing and the action is recorded in the next regular meeting minutes.

Section 2.17. Committees. The Board of Directors shall have the power to establish standing or special committees as it may deem appropriate. Committee chairs or members need not be directors.

Section 2.18. Compensation. Directors shall not be entitled to receive any compensation for their services as directors.

### **ARTICLE III - Parliamentary Authority**

Robert's Rules of Order Revised shall govern this organization in all cases to which they are applicable and in which they do not conflict with these bylaws.

## **ARTICLE IV - Amendments**

These bylaws may be amended at any Board of Directors meeting provided notice of the proposed amendment shall have been distributed to the Board directors, and the proposed amendment is approved by a vote of a majority of members in a general meeting.

## **ARTICLE V - Miscellaneous**

Section 5.01. Checks and Payments. All orders in writing (including, but not limited to, checks, notes, and bills of exchange) and other forms of payment transactions (such as on-line bill payment, debit card use and Pay-pal transactions), shall be signed by or, if an electronic payment, authorized by, such person or persons as the Board of Directors may from time to time designate. Unbudgeted disbursements from the PTO Treasury of amounts greater than \$100.00 require a vote. There shall be two board members with access to the bank account.

Section 5.02. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by, or electronic transactions authorized by, such one or more officers as the Board of Directors shall from time to time determine.

## **Adoption of Bylaws**

These Bylaws were adopted by a resolution of the Board of Directors on May 24, 2023.