

# BY LAWS OF NEELY ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION

## ARTICLE I - Structure of Association

**Section 1.1-Purpose.** These Bylaws shall constitute the Bylaws of Neely Parent and Teacher organization (hereinafter referred to as the "PTO"), a corporation formed primarily for the following purposes:

1. to encourage and promote the welfare of the children attending Neely Elementary School (the school").
2. to raise funds to achieve the objectives of the Organization.
3. to cooperate with the workings of the school administration and the teaching staff.

**Section 1.2-Personal Application.** All present or future parents, guardians, teachers and administrative officials of the School who subscribe to the objectives of the Organization are subject to the regulations of these Bylaws as set forth herein.

**Section 1.3-Non-Profit Corporation.** The Organization is an Arizona not-for-profit corporation and is organized and existing under and by virtue of the laws of the State of Arizona as same pertains to the application of corporate activities and the School. The Organization shall be noncommercial, nonsectarian and nonpartisan. The office of the Organization shall be located at the School.

## ARTICLE II - Membership and Voting Provisions

**Section 2.1-Membership.** Membership in the Organization shall be limited to parents and legal guardians of students attending the School, teachers and administrative officials of the school who subscribe to the objectives of the Organization.

**Section 2.2-Member Votes.** Each member shall have one vote in the Organization. In the event a Member ceases to be a parent or legal guardian of a student attending the School, teacher or administrative official of the School, either voluntarily or by operation of law, such Member's Membership shall automatically be terminated.

**Section 2.3-Majority.** A "majority of Members" as used in these Bylaws shall mean those Members holding fifty-one per cent of the votes in the Organization. A majority of the votes of Members present at any meeting shall decide any question unless the Bylaws, Articles of Incorporation or applicable law shall provide otherwise, and in such

event, the voting percentage required in these Bylaws, the Articles of Incorporation, or such applicable law shall control.

**Section 2.4-Holding Office.** The privilege of holding elective office, chairing committee or of introducing motions, debating and voting shall be limited to active members in good standing.

**Section 2.5-Committee Chairmen.** Each committee chairman shall submit written reports in duplicate at the final Regular Meeting. Chairmen shall turn over to their successors all records and materials pertaining to the respective office no later than June 1.

## **ARTICLE III– Meetings of the Membership**

**Section 3.1-Place.** All meetings shall be held at the School or at such other place and time as shall be designated by the Board of Directors (or Executive Board) of the Organization and stated in the notice of the meeting.

**Section 3.2-Notices.** It shall be the duty of the Secretary to prepare a notice of each annual or regular meeting stating the time and place thereof which shall be given by posting at the School and notice by mail or through students or newsletter generally circulated, (no notice shall be required to be delivered personally), at least seven days, but not more than sixty days prior to such meeting and a copy of such notice shall be posted on selected school bulletin boards. Notices of any special meeting shall state the purposes thereof.

**Section 3.3-Annual Meetings.** An annual meeting of Members shall be held in the spring season of each year for the purpose of electing officers and transacting other business authorized to be transacted by the Members.

**Section 3.4-Regular Meeting.** There shall be one regular meeting, in addition to the annual meeting, each school year. These meetings shall be scheduled by the Organization's Executive Board.

**Section 3.5-Special Meetings.** Special meetings of the Members, for any purpose or purposes, may be called by the President or by the Vice President whenever deemed expedient or necessary. The President or Vice President shall call a special meeting of the Members when so requested by a majority of Members, or when so instructed by a majority of the Executive Board. Notice of special meetings of the Organization shall be given to the members through written communication, delivered by students to their parents, and through posting on selected bulletin boards, with two calendar days' notice.

**Section 3.6-Majority Vote.** A majority of the Members present and voting at a annual, regular or a special meeting shall decide the issue at hand.

**Section 3.7-Quorum.** At any meeting of the Members, those present in person shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

**Section 3.8-Irregularities.** All information and/or irregularities in calls, notice of meetings and in the manner of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting or if waived in writing.

## **ARTICLE IV – Board of Directors**

**Section 4.1-Membership.** The initial Board of Directors (hereinafter referred to as the Executive Board), shall consist of at least three Members who shall be named in the Articles of incorporation. Thereafter, at each annual meeting of the Members, the Directors (hereinafter referred to as Officers), shall be elected for a period of one year. Each member of the Board shall be a Member who is an elected Officer of the Association.

**Section 4.2-Organizational Meeting.** The organizational meeting of the Executive Board shall be held at such place and at such time as shall be determined by the Officers.

**Section 4.3-Removal of Officers.** At any time after the first meeting of the Members any one or more of the Officers may be removed with or without cause by the affirmative vote of the Members casting not less than two-thirds of the total votes present at such meeting, and a successor may then and there be elected to fill the vacancy.

**Section 4.4-Vacancies on Executive Board.** If the office of any Officer become vacant by reason of death, resignation, retirement, disqualification, removal from office, disability or otherwise, a majority of the remaining Officers may choose a successor or successors, who shall hold office for the balance of the unexpired term.

**Section 4.5-Disqualification and Resignation of Officer.** Any Officer may resign at any time by sending written notice of such resignation to the Organization, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt by the Secretary. More than four consecutive absences from regular meetings of the Executive Board shall automatically constitute a resignation to be effective as of the conclusion of the last missed meeting. In the event an Officer ceases to be a Member as described in Section 2.1 of these Bylaws, the Officer shall

immediately and automatically terminate.

**Section 4.6-Regular Meetings.** The Executive Board may establish a schedule of regular meetings to be held at such time and place as the Executive Board may designate.

**Section 4.7-Powers and Duties.** The Executive Board shall have the powers and duties necessary for the administration of the affairs of the Corporation (hereinafter referred to as Organization). These powers and duties shall include the following:

- A. The Executive Board shall conduct the business of the Organization between assumption of office, following election, and the commencement of the school year; and provide the nucleus of the Organization.
- B. To establish and collect dues from its Members (the "dues"), and use and expend the dues to carry out the purpose and powers of the Organization.
- C. To employ, discuss, and control the personnel necessary for the operation of the Organization, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises.
- D. To engage in the management of business affairs of the Organization.
- E. To use and disburse the funds collected in fund-raisers to carry out the purpose and powers of the Organization.
- F. To enforce by legal means, if necessary, the provisions of the Articles of Incorporation, the Bylaws and Rules and Regulations of the Organization, if any, and other documents and laws respecting the organization.
- G. To create and supervise such committees for the School as they shall deem necessary and appropriate.

**Section 4.8-Waiver of Notices.** Before or at any meeting of the Executive Board any Officer may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by an Officer at any meeting of the Executive Board shall be a waiver of notice by her of the time and place thereof. If all the Officers are present at any meeting of the Board, no notice shall be required and any business may be transacted at such a meeting.

**Section 4.10-Executive Board Quorum.** At all meetings of the Executive Board, majority of the Officers present shall constitute a quorum for the transaction of business. A majority vote of those present shall decide the issue at hand. In case of a tie vote, the issue will be decided by a vote of the membership.

**Section 4.11-Final Meeting.** The final Executive Board meeting will consist of outgoing Executive Board Members and incoming Executive Board Members.

## ARTICLE V - Officers

**Section 5.1-Elective Officers.** The principal officers of the Organization shall be President, one or more Vice Presidents, a Secretary and a Treasurer. Husband and wife may serve as elected officers with one vote. The Neely Principal or Vice Principal or their representative shall serve with elected officers as an ex-officio member of the Executive Board.

**Section 5.2-The President.** The President shall be the chief Executive Officer of the Organization and shall preside at all meetings of the Members. He or she shall, subject to the control of the Executive Board, have executive powers and general supervision over the affairs of the Organization. The President shall have the power to appoint individuals to act as Chairmen of Standing Committees and shall be an ex-officio member of all standing committees, except the Nominating Committee.

**Section 5.3-Vice President.** In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice president (or in the event there be more than one Vice President, the Vice President in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Executive Board. The office of Vice President, while established by these Bylaws, may be filled or remain vacant at the sole discretion of the Executive Board. In the absence of affirmative action by the Executive Board, it shall be presumed that the office of Vice President shall remain vacant.

**Section 5.4-Secretary.** The Secretary shall: (1) keep minutes of all meetings of the Executive Board and of all meetings of the Members; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be the custodian of the Organization; (4) keep a register of the names of all Members; and (5) in general, shall perform duties incident to the office of Secretary and such other duties as from time to time shall be assigned by the President or the Executive Board.

**Section 5.5-Treasurer.** The Treasurer shall: (1) have charge and custody of and be responsible for all the funds and securities of the Organization; (2) receive monies due and payable to the Organization from any source whatsoever, and deposit all monies in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; (3) keep such regular books and accounts as may be necessary and appropriate for the orderly management

of the Organization's affairs, or have such books and accounts kept under her direction and supervision; (4) render statements of such accounts to the President, or Members when so requested and present a Treasurer's report at each regular meeting; and (5) in general, shall perform all the duties as from time to time shall be assigned by the President or the Executive Board. If required by the Executive Board, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Executive Board determine.

**Section 5.6-Assistant Offices.** One or more offices of Assistant Vice President, Assistant Secretary or Assistant Treasurer may from time to time be established by the Executive Board, and the persons appointed or elected to such offices shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by the Vice President, Secretary, or Treasurer, as the case may be or by the President or the Executive Board.

**Section 5.7-Combination of Offices.** Any two of the offices hereinabove may be held by one and the same person if such person is so elected or appointed, except the offices of President and Secretary.

**Section 5.8-Nominating Committee.** A "Nominating Committee" for the selection of officers shall be appointed by the Executive Board and shall consist of three Members. One of the Members shall be a Member of the Executive Board and two shall be Members from the Organization at large. The Nominating Committee shall select its own chairman. The Nominating Committee shall secure the consent of the nominees to serve and shall submit the name of at least one eligible candidate for each elective office. Each candidate submitted shall be chosen by the affirmative vote of a majority of the members of the Nominating Committee. The names of all eligible candidates shall be made available to the Members two weeks prior to the annual meeting. Additional nominations may be made by the Members present at the meeting, provided such nominees consent to hold office if elected.

## **ARTICLE VI – Fiscal Management**

**Section 6.1-Depositories.** The funds of the Organization shall be deposited in such banks and depositories as may be determined by the Executive Board from time to time, upon resolutions approved by the Executive Board, and shall be withdrawn only upon checks and demands for money signed by two members of the executive board of the organization. In no event shall the payee and the signor be the same person. Any single expenditure exceeding the sum of two hundred dollars (\$200) which has not already been included in an approved budget must be first approved by the Executive

Board.

**Section 6.2-Determination of Dues.** The dues, as determined by the Executive Board will be voted on by the Board. In the event that the Executive Board shall not approve an estimated annual budget or shall fail to determine new dues for any year or shall be delayed in doing so, each Member shall continue to pay the amount of his or her prior respective dues as last established.

**Section 6.3-Records.** The Executive Board shall cause to be kept accurate records in chronological order of the receipts and expenditures specifying and itemizing the expenses incurred. Payment vouchers may be approved in such manner as the Executive Board may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours designated by the Executive Board.

**Section 6.4-Fiscal Year.** The fiscal year of the Organization shall be the calendar year and shall begin July 1 of every year and shall end on the 30 day of June of every year. The commencement date of the Fiscal year herein established shall be subject to change by the Executive Board should the Organization practice subsequently dictate.

**Section 6.5-Books of Account.** Books of account of the Organization shall be kept under the direction of the Treasurer on a consistent basis in accordance with generally accepted accounting practices. An audit committee consisting of the Treasurer and two Members-At-Large will audit the books one week prior to the assumption of duties by the new officers.

**Section 6.6-Contracts.** Unless otherwise provided by the Executive Board, all contracts shall be executed on behalf of the Organization by either the President or Vice President and countersigned by the Secretary or Treasurer.

## **ARTICLE VII – Amendments of the Bylaws**

**Section 7.1-Amendment.** These Bylaws may be altered, amended or added to by the affirmative vote of 2/3 majority of votes cast by the Members present at a meeting called for that purpose.

**Section 7.2-Inconsistencies.** Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provisions which would be contrary to or inconsistent with the Articles of Incorporation shall be void to the extend of such inconsistency.



## **ARTICLE VIII - Parliamentary Authority**

Robert's Rules of Order, Newly Revised, shall govern the Organization in all matters of procedure not covered by these Bylaws.

## **ARTICLE IX - Indemnification**

The Organization shall indemnify every Officer and Committee Chairman, his heirs, executors, administrators, against all loss, cost and expenses, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been an Officer or Committee Chairman of the Organization, including reasonable matters wherein he 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 officer or Committee Chairman may be entitled.

## **ARTICLE X - Construction**

Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Articles and Bylaws, and the rules and regulations of the Organization, if any, shall unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the Rules and Regulations, if any.

## **ARTICLE XI - Property Funds and Titles**

All funds and the titles of all properties acquired by the Organization and the proceeds thereof shall be held in trust for the Members of the Organization.

**Adopted by the EXECUTIVE BOARD OF NEELY'S PARENT TEACHER ORGANIZATION. at Gilbert, Arizona This Day of \_\_\_\_\_ 1999.**