

Bylaws of New Eagle School PTO

(A Pennsylvania nonprofit corporation)

As Amended on **March 10, 2014**

Article I – Name and Purpose

Section 1-01. Name.

The name of the corporation is New Eagle School PTO (hereinafter referred to as the “PTO”), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

Section 1-02. Purpose.

The PTO is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended, modified or replaced (the “Code”). The purposes include the following:

- (a) To enhance communication among the parents, teachers and administrators of New Eagle Elementary School;
- (b) To promote parents' interest and involvement in school activities;
- (c) To raise funds to be used to assist the PTO in meeting the objectives of supporting the education of children and strengthening the community at New Eagle Elementary School; and
- (d) To promote and facilitate the education of New Eagle Elementary School students through enrichment programs and activities.

No part of the PTO's net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of the PTO shall carry on propaganda, or otherwise attempt to influence legislation (except to the extent permitted by Section 501(h) of the Code); and the PTO shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of a dissolution of the PTO, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Directors to one or more organizations qualifying for the exemptions afforded by Section 501(c)(3) of the Code.

Notwithstanding any other provisions hereof, the corporations shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is described in Section 501(c)(3) of the Code.

Article II – Office and Seal

Section 2-01. Registered Office.

The registered office of the PTO in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to transfer as may be permitted by law.

Section 2-02. Corporate Seal.

The corporate seal shall have inscribed thereon the name of the PTO, the year of its incorporation and the words "Corporate Seal – Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Article III – Board of Directors

Section 3-01. Number and Term of Office.

The business and affairs of the PTO shall be managed by a Board of Directors (the "Board") consisting of the PTO Officers, the immediate past PTO president, the school principal, and a teacher representative appointed by the teachers of New Eagle Elementary School. Each Director's term shall begin July 1 and end June 30 of the following year.

Section 3-02. Past President.

The immediate Past President of the PTO shall remain on the Board as a Director in an advisory role. The Past President shall also serve as the representative to the Inter-School Council ("ISC") and shall make regular reports to the Board regarding the same. In the event that the Past President is unable or unwilling to serve on the Board, the President shall designate a current officer to serve as the ISC representative.

Section 3-03. Resignations.

Any Director may resign by submitting her resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 3-04. Regular and Special Meetings; Notice.

Regular meetings of the Board shall be held at such time and place as shall be designated by the President. Notice of the regular meetings shall be given by the Secretary to each Director and Participant (as defined in Section 3-05 below) at least five days before the meeting. Special meetings may be called at any time by the President or a majority of the Board. The Secretary shall use her best efforts to give notice of any special meeting to each Director and Participant at least five days before the meeting. Any business may be transacted at any regular or special meeting.

Section 3-05. Annual Meetings; Notice.

An annual meeting shall be held at which the Board and any Participants (as defined in Section 3-06 below) at the meeting shall (a) confirm the Nominating Committee's nominations for each office (as further described in Sections 5-02 and 5-03), (b) install the officers of the PTO for the ensuing year, (c) organize itself for the ensuing year, and (d) address budget recommendations presented by the Budget Committee. Such annual meeting shall be held between April 15 and June 15. Notice of the annual meeting shall be given by the Secretary to each Director and Participant at least five days before the meeting.

Section 3-06. Organization; Participants.

At all meetings of the Board, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The President of the PTO shall be the Chairperson of the Board. All New Eagle parents, guardians, and faculty are automatically voting participants (hereinafter "Participants") in the PTO. There are no dues or required membership fees. All Participants are eligible to serve in any of the PTO's elective or appointive offices. All Participants are eligible to vote at any meeting which they attend. Decisions shall be made by simple majority vote of all Board members and Participants present and voting at a meeting.

Section 3-07. Purpose of Board.

The purpose of the Board is to:

- (a) Transact business in the intervals between meetings;
- (b) Create and abolish standing committees and other special committees to carry out the purposes of the PTO;
- (c) Approve the plans and work of its committees;
- (d) Submit regular reports of its activities;
- (e) Prepare and submit an annual budget for the fiscal year in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988; and
- (f) Authorize expenditures within the limits of the approved Budget. Expenditures in excess of \$100 beyond the budgeted amount for any given line item must be approved by the majority of the Board and Participants present and voting at a meeting. In the case of immediate need, approval of an amount up to \$500 may be granted by the President.

Section 3-08. Place of Meetings.

The meetings of the Board of Directors shall be held at the registered office of the PTO, or at any other place within New Eagle Elementary School's geographical boundaries designated in the notice of the meeting.

Article IV – Officers and Elections

Section 4-01. Officers.

The officers of the PTO shall be a President, Executive Vice President, Vice President of Fundraising, Vice President of Programming, Vice President of Communication, Vice President of Volunteers, Assistant Vice President of Volunteers, Secretary, Treasurer, and Assistant Treasurer. In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors.

If the office of any officer becomes vacant, the vacancy may be filled by the Board of Directors. The appointed replacement officer shall fill the unexpired portion of the term to which she is appointed.

Officers are elected for one year and may serve no more than three (3) consecutive terms in the same office. Each person elected shall hold only one office at a time. An individual may serve no longer than a total of four (4) consecutive years as an officer of the PTO.

Section 4-02. Nominating Committee.

Nominations for Officers shall be made by a committee of six members appointed by the Board on or before February 15. Members of the nominating committee shall include the President-elect, who shall chair the committee, the President, the Assistant Treasurer, and three others selected by the President-elect. The three members selected by the President-elect shall be Participants, and shall represent a balance geographic and grade distribution. The Nominating Committee shall submit to the Board and participants one candidate for each office of the PTO prior to the annual meeting of the PTO. The Executive Vice President shall become the nominee for President (the "President-elect") and the Assistant Treasurer shall become the nominee for Treasurer. The Nominating Committee shall publicize those nominees to the Participants at least five days before the Annual Meeting.

Section 4-03. Nominating Committee Criteria.

In preparing the slate of nominees, the Nominating Committee shall:

- (a) solicit self-nominations for the offices and/or positions to be filled by means of a form sent to all Participants and made available on-line;
- (b) seek to select nominees with a broad geographical distribution and grade representation;
- (c) ensure that a candidate, if elected, is willing to serve in the office for which he or she is nominated.

Section 4-04. President; Powers and Duties.

The President shall be the chief executive officer. The President shall have general charge and supervision over the business of the PTO and shall exercise or perform all the powers and duties usually incident to the office of President including, but not limited to, the following: presiding over Board meetings, serving as the primary PTO contact for the principal, chairing the Budget Committee (to be comprised of the President, Executive Vice President, Vice President of Fundraising, Treasurer, and Assistant Treasurers), representing the PTO at meetings outside the organization (or delegating such responsibilities to another Board member as the President sees fit), serving as an ex officio member of all committees, and coordinating the work of all the officers and committees so that the purpose of the PTO is served.

Section 4-05. Executive Vice President; Powers and Duties.

The Executive Vice-President shall have the primary responsibility of assisting the President in supervising the business of the PTO. The Vice-President shall exercise or perform all the powers and duties usually incident to the office of Vice-President including, but not limited to, the following: assume other duties as outlined by the President, retain a copy of the PTO bylaws, notify President of any agenda items, representing the PTO at meetings outside the organization (as delegated by the President), assist the President and carry out the President's duties in the event of his/her absence or inability to serve. **The Executive Vice-President shall assume the President's role the following year.**

** The Executive Vice President may choose to serve as President for two years but must decide and commit halfway through their term as Executive Vice President. If a two year commitment has been made, no new Executive Vice President will be elected during the first year of the President's two year term.**

Section 4-06. Vice President; Powers and Duties.

There shall be four Vice Presidents on the Board: Vice President of Fundraising, Vice President of Programming, Vice President of Communications, and Vice President of Volunteers (all as defined below).

- (a) Vice President of Fundraising: Shall have primary responsibility over all fundraising efforts of the PTO and shall sit as a member of the Budget Committee. The fundraising VP shall serve as a liaison between the Board and the fundraising committees of the PTO. As such, the fundraising VP shall communicate regularly with the fundraising committees, attending meetings as necessary, and report back to the Board regarding the same.
- (b) Vice President of Programming: Shall have primary responsibility over all programming efforts of the PTO including, but not limited to, educational enrichment programs and social community building events. The Programming VP shall serve as liaison between the Board and the programming committees of the PTO. As such, the Programming VP shall communicate regularly with the programming committees, attending meetings as necessary, and report back to the Board regarding the same;
- (c) Vice President of Communications: Shall have primary responsibility over all official PTO communications including, but not limited to, the Directory, Emergency Phone Chain, Weekly Blast, Public Relations, Bulletin Board, New Family Orientation, Newsletter, and Banners. The Communications VP shall serve as liaison between the Board and the communication committees of the PTO. As such, the Communications VP shall communicate regularly with the communications committees, attending meetings as necessary, and report back to the Board regarding the same.
- (d) Vice President of Volunteers: Shall oversee the PTO's function of providing volunteers to support educational and enrichment programs at New Eagle School. Examples of programs in need of PTO volunteer support include, but are not limited to, Homeroom coordinators, Library, Teacher Appreciation, First Grade Lunch Orientation, Health Screenings, Field Day, and Picture Day.

Section 4-07. Assistant Vice President of Volunteers; Powers and Duties.

The Assistant Vice President of Volunteers shall assist the Vice President of Volunteers and perform the duties of the Vice President of Volunteers in the absence or unavailability of that officer. The Assistant Vice President of Volunteers shall assist the Vice President of Volunteers in providing volunteers to support educational and enrichment programs at New Eagle School, and will assume other responsibilities as determined by the Vice President of Volunteers.

**The Assistant Vice President of Volunteers may choose to serve as Vice President of Volunteers for two years but must decide and commit halfway through their term as Assistant Vice President of Volunteers. If a two year commitment has been made, no new Assistant Vice President of Volunteers will be elected during the first year of the Vice President of Volunteer's two year term.*

Section 4-08. Secretary; Powers and Duties.

The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the Directors and Participants. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

Section 4-09. Treasurer; Powers and Duties.

The Treasurer shall be the chief financial officer and shall receive all funds of the PTO, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Board. She is also responsible for the filing of all forms pertaining to legal requirements and taxation. The Treasurer shall sit as a member of the Budget Committee and be responsible for the preparation of the annual budget for Board approval. The treasurer will present a financial statement at every meeting and at other times of the year when requested by the President or Board of Directors, and make a full report at the end of the year by no later than July 15th.

Upon taking office in July, the Treasurer's first order of business shall be to conduct a complete audit of the previous fiscal year's accounts and records and to make a report of findings to the Board by no later than September 30th.

Section 4-10. Assistant Treasurer; Powers and Duties.

The Assistant Treasurer shall assist the Treasurer and perform the duties of the Treasurer in the absence or unavailability of that officer. The Assistant Treasurer shall sit as a member on the Budget Committee, shall assist the Treasurer in the preparation of the Budget, and assume other responsibilities as determined by the Treasurer. **The Assistant Treasurer shall assume the Treasurer's role the following year.**

Article V – Dissolution

Section 5-01. Dissolution.

In the event of dissolution or winding-up of the PTO, the PTO's assets after all debts and expenses have been paid or provided for, shall be distributed in the manner provided by statute or in its Articles of Incorporation.

Article VI – Indemnification of Directors, Officers, and Participants

Section 6-01. Third Party Actions.

To the fullest extent permitted by Pennsylvania law, now in effect as may be amended from time to time, and to the extent such indemnification does not jeopardize the PTO's tax exempt status under Section 501(a) of the Code or result in the PTO's failure to be described in Section 501(c)(3) of the Code, the PTO shall indemnify any person, including without limitation any Director, Officer, or Participant acting as agent or representative of the PTO, who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the PTO) by reason of the fact that the person is or was a Director or Officer of the PTO, or is or was serving at the request of the PTO, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. Notwithstanding anything set forth herein, no indemnification shall be made in the any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 6-02. Rights to Indemnification.

Any amendment or modification of these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he or she consents in writing to be bound by the amendment or modification. The indemnification granted pursuant to these Bylaws to a person shall inure to the benefit of the heirs, executors, and administrators of such person.

Article VII – General Provisions

Section 7-01. Corporate Records.

The PTO shall keep at its registered office in this Commonwealth original or duplicate records of the proceedings of the meetings, the original or a copy of its Bylaws, including all amendments and alterations thereto, and accurate books or records of account.

Section 7-02. Right of Inspection.

Each Participant and Director shall, upon written demand stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Directors and to make copies or extracts there from.

Section 7-03. Execution of Written Instruments.

After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President and attested by the Secretary or the Treasurer, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by the Treasurer or Assistant Treasurer.

Section 7-04. Notice.

The Secretary shall provide notice to Participants and Directors of any meeting. Any one of the following shall be deemed sufficient notice:

- (a) Placing the time and place of a meeting in a flyer sent home with each student;
- (b) Posting the time and place of a meeting on the PTO website; or
- (c) Emailing the time and place of a meeting to Participants and Directors.

Section 7-05. Miscellaneous.

In the event that an officer is unable or unwilling to fulfill an obligation defined to be his or hers under these Bylaws, another officer may take over that duty, upon 2/3 approval of the Board.

Section 7-06. Masculine to Include Feminine and Neuter.

Whenever in these Bylaws the words “he,” “his,” or “him” are used, they shall be deemed, where appropriate, to mean the comparable feminine or neuter pronoun. Similarly, feminine pronouns are to include masculine and neuter where appropriate.

Article VIII – Amendment of Bylaws

Section 8-01. Amendments.

These Bylaws may be amended at any regular meeting of the PTO by approval of two-thirds of the Directors and Participants present and voting, provided that written notice of the proposed amendment is given to all Directors and Participants by the Secretary at least five (5) days prior to the proposed vote, and provided that the amendment is not in conflict with the Articles of Incorporation.

Amended bylaws adopted by resolution of the Board of Directors on **March 10, 2014.**