

Great Valley Middle School (G.V.M.S.)

EIN 20-4016773

**G.V.M.S - P.T.O. By-Laws as of 7/31/2019**

(updated 2/28/23)

***ARTICLE I: NAME AND ADDRESS***

Section 1: The name of the organization shall be the Great Valley Middle School (“GVMS”) Parent Teacher Organization (“PTO”).

Section 2: The address of the GVMS PTO shall be, 255 Phoenixville Pike, Malvern, PA 19355

***ARTICLE 2: Purpose/Objectives***

Section 1: To promote open communication and involvement among parents/guardians, teachers, and administrators for the overall good of GVMS students

Section 2: To keep GVMS parents/guardians informed about district and school programs, plans, and current activities

Section 3: To communicate parental input to policy, curriculum, programs, and activities to school administrators

Section 4: To provide parents/guardians appropriate avenues to direct questions, seek clarification, or otherwise address items of specific interest and/or concern

Section 5: To promote school spirit

Section 6: To maintain a positive, constructive attitude and insure activities mirror the need and foster the goals of the entire GVMS community (parents/guardians, students, faculty, and administrators)

### ***ARTICLE 3: POLICIES***

- Section 1: The GVMS PTO shall carry out its objectives through meetings, committees and projects.
- Section 2: The GVMS PTO shall be non-commercial, non-sectarian, and non-partisan.
- Section 3: The GVMS PTO shall not seek to direct the administrative activities of the school or to control its policies.
- Section 4: The GVMS PTO may cooperate with other organizations and agencies active in child welfare.
- Section 5: The GVMS PTO is prohibited from using surplus funds for the benefit of any person in the event the Organization is dissolved.

### ***ARTICLE 4: MEMBERSHIP***

- Section 1: A parents/guardians of a current GVMS student(s) or a current member of the faculty or staff of GVMS, are eligible to be members of the PTO.
- Section 2: There will be no dues required for membership.
- Section 3: Members shall be eligible to vote in general PTO Board elections
- Section 4: Members are eligible to serve on the PTO Board

### ***ARTICLE 5: MEETINGS***

- Section 1: There shall be four (4) types of meetings, as follows:

- A. **Executive Board Meetings:** These shall be scheduled and announced by the Executive Board for administrative and general meeting planning purposes.
  
- B. **General Membership Meetings:** There shall be at least three (3) General Membership Meetings of the GVMS PTO during the school year. Written or electronic notice of the place, day, time and agenda topics for the meetings shall be given to the membership at least seven (7) days in advance of such meetings.

The meetings shall be held as follows:

September: Presentation of annual budget, November,  
January, and April: Nominations of Officers.

- C. **Annual Meeting:** An Annual Meeting shall be held in the Spring before the end of the school year to elect officers, discuss proposed activities for the next school year and address other business brought before the GVMS PTO.
  
- D. **Special Meetings:** Special Meetings may be called by the Co-Presidents, members of the Executive Board or by fifteen (15) parents/guardians via petition to the Executive Board. Written notice shall be given for Special Meetings not less than three (3) school days prior to the date scheduled for such meetings and shall include a description of its purpose.

Section 2: A quorum must be present at all each General Membership Meeting. A quorum is defined as the presence of general members equal to the number of officers on the Executive Board (whether present at the meeting or not). For example, if the Executive Board is made up of 8 persons, a quorum would be 8 general members.

Section 3: Each member in attendance at a PTO meeting is eligible to vote, one vote per member. Absentee and proxy votes are not allowed.

**ARTICLE 6: EXECUTIVE BOARD OFFICER AND THEIR DUTIES**

Section 1: The Executive Board Officers of the GVMS PTO, and their required duties, consist of the following:

**A. Maximum of Two (2) Co-Presidents** – The Co-Presidents shall:

1. Organize the agenda and preside at all meetings of the GVMS PTO and the Executive Board
2. Serve as the primary contacts for the principal.
3. Interact with administration.
4. Represent the GVMS PTO at any necessary outside meetings.
5. Ensure that the by-laws are carried out.
6. Serve as ex officio members of all committees
7. Coordinate the work of all the officers and committees to ensure that the objectives of the organization are being served.
8. Serve as Administrators for PTO Social Media Sites

**B. Vice Presidents (maximum of two):** The two (2) Vice Presidents shall:

1. Assist with the responsibilities of the Co-Presidents when necessary.
2. Oversee assigned committees.

**C. Recording Secretary (maximum of 1):** The Recording Secretary shall:

1. Take the minutes and attendance at all GVMS PTO meetings, both Executive Board and General.
2. Follow the "PTO Minutes Approval Process" as outlined in the Appendix.
3. Maintain electronic copies of all minutes, treasurer reports, budgets, by-laws, and other pertinent information on the PTO shared site, and bring applicable hard copies to all meetings.
4. Distribute By-Laws to new Executive Board Members after the May Election Meeting
5. Provide 1 copy of the Minutes at PTO meetings and publish minutes on the PTO shared site

**D. Corresponding Secretary (maximum of 1):** The Corresponding Secretary shall:

1. Be responsible for all internal and external correspondence including donation thank you notes.
2. Serve and assume all responsibilities of the Recording Secretary in their absence
3. Publish PTO Newsletter
4. Serve as Social Media Director and have admin rights on PTO Social media sites

**E. Two Treasurers:** This will maintain segregation of duties as well as help maintain the safety of the bank accounts.

1. Treasurer #1 shall be responsible for all bookkeeping responsibilities such as financial statements, bank reconciliations, tax returns and budgets. This Treasurer shall NOT have check writing capabilities and shall NOT

have access to withdraw funds from the organization bank accounts. This Treasurer shall:

- i. Reconcile on a monthly basis, the PTO cash accounts to the statement account balance as provided by the bank.
- ii. Prepare the Executive Board a written budget for the upcoming year. The budget shall be presented at the first meeting of the school year.
- iii. Prepare on a monthly basis a summary report and a year-end summary of receipts and expenditures to be available for each PTO meeting.
- iv. Maintain all financial records for a period of at least seven (7) years electronically in a format that can be easily utilized by successor officers.
- v. Timely prepare and submit all required local, state and federal tax documents or work with and external party to perform these functions.
- vi. Ensure that the organization's tax-exempt status is maintained.
- vii. Fully cooperate with the audit committee should an audit be conducted of the GVMS PTO records.
- viii. Act as a liaison to assigned committees and be responsible for safeguarding the organization's funds at various events held by the organization and committees.

2. Treasurer#2 shall be responsible for all banking transactions. This Treasurer shall:

- i. Obtain properly approved reimbursement forms before writing checks or disbursing cash from the bank accounts and making disbursements in accordance with the approved budget or as authorized by the organization. (electronic approvals are accepted)

- ii. Keep an accurate record of receipts and expenditures and vies them to the other Co-Treasurer each month and as needed.
- iii. Write checks, disburse cash and deposit funds on behalf of the organization on a timely basis. The Board must approve in writing any reimbursement checks over \$1000. A PTO President or Vice President must also approve any check payable to either Treasurer.
- iv. Ensure that the organization's tax exempt status is maintained.
- v. Fully cooperate with the audit committee should an audit be conducted of the GVMS PTO records.
- vi. Act as a liaison to assigned committees and be responsible for safeguarding the organization's funds at various events held by the organization and committees.

Section 2: The offices of President and Treasurer may be filled by co-officers. The same person may not serve as President and Treasurer.

**ARTICLE 7: ELECTION OF OFFICERS**

Section 1: Effective August 2019, the term of each PTO Officer will be two (2) years with a renewal of two (2) years. The renewal applies only if no one volunteers to fill a vacancy at the end of the two (2) year term and the current officer is willing to continue to hold that position for an additional term. However during election years when 3 or more of the offices are being vacated, single year terms will be made to maintain the three-office stagger.

Section 2: Open officer positions will be published in the beginning of April (or August/September if positions are not filled in May.)

Section 3: Members shall be eligible to vote in general PTO Board elections

Section 4: Nominations for officers shall be made by the Executive Board. In addition, any member of the GVMS PTO may submit a candidate for office. A nominating slate shall be presented after the General Meeting in April.

Section 5: Elections shall be held at the Annual Meeting in May. Officers shall be elected by a voice vote if a slate is presented or if a candidate is running unopposed. If more than one person is running for an office, a ballot vote shall be taken and the Executive Board shall tally votes.

Officers shall be elected by a simple majority vote of the GVMS PTO at the Annual Meeting held in the Spring.

Section 6: Vacancies in office shall be filled by the majority vote of the Executive Board.

Section 7: Any school year where two Board Members are scheduled to vacate the office in the same year, the board member vacating the position may move to an advisor position to reestablish the two-year stagger. The advisor board position will be an incremental position to the existing position(s).

### **ARTICLE 8: PARLIAMENTARY AUTHORITY**

Section 1: The authority on questions of parliamentary procedure shall be the then-current edition of *Robert's Rules of Order Newly Revised*.

Section 2: Approval of Minutes will also follow the then-current edition of *Robert's Rules of Order Newly Revised*.



**ARTICLE 9: INSURANCE, LEAGAL, AND ACCOUNTING**

Section 1: Unless otherwise provided by the school district, the GVMS PTO shall purchase and maintain general liability insurance, bond insurance, property insurance and officers' liability insurance and shall pay the premiums for such insurance in order to protect the PTO and it's officers from any losses or claims against the PTO or its officers.

Section 2: The PTO Board may elect to pay for and have on retainer Legal Representation. This decision must be approved by two-thirds of the executive board and will be communicated to the General PTO

Section 3: The PTO Board may elect to pay for utilize external parties for Accounting purposes. This decision must be approved by two-thirds of the executive board and will be communicated to the General PTO

**ARTICLE 10: INDEMNIFICATION**

Section 1: To the fullest extent permitted by law, the GVMS PTO shall indemnify, hold harmless and defend each person who is or was an officer of the GVMS PTO against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties and counsel fees, reasonable incurred by any such person in connection with a claim or suit brought by reason of any action or inaction taken while such persons was acting within the scope of his/her activities as an officer.

**ARTICLE 11: AMENDMENTS TO THE BY-LAWS**

Section 1: These By-Laws may be amended by a 2/3 majority vote of the Executive Board members

**ARTICLE 12: DISSOLUTION**

Section 1: Upon the dissolution of the GVMS PTO, any remaining funds shall be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of GVMS. If GVMS is no longer in existence, then the funds will pass first to any successor school, then, on a pro rata basis, to any school in the school district where GVMS students are being transferred.

Section 2: All assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Section 3: Any organization receiving assets upon the dissolution of the GVMS PTO will be exempt under section 501(c)(3) of the Internal Revenue Code at the time the assets are distributed.

**ARTICLE 13: CONFLICT OF INTEREST**

Section 1: Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- A. A Contract or Transaction between GVMS PTO and a member of the Executive Board or Family Member.
- B. A Contract or Transaction between GVMS PTO and an entity in which a member of the Executive Board or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

Section 2: Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

Section 3: A Board member who plans not to attend a meeting at which he or she has reason to believe that the Board will act on a matter in which the person has a Conflict of Interest shall disclose to the Chair of the meeting all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

Section 4: A person who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

Section 5: Responsible Persons who are not members of the Executive Board, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the Chair of the Chair's designee any Conflict of Interest that such Responsible

Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from an action that may affect the PTO's participation in such Contractor or Transaction.

Section 6: In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall present the matter to the Executive Board to determine whether there exists a Conflict of Interest that is subject to this policy.

Section 7: Each new member of the Executive Board shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

Section 8: This policy shall be reviewed annually by each member of the Executive Board. Any changes to the Policy shall be communicated immediately to all Responsible Persons.

#### ***ARTICLE 14: PTO YEAR***

Section 1: The PTO Year and its budget year will end with the last day of the school year and the new PTO year and its budget year shall begin on August 1<sup>st</sup>.

#### ***ARTICLE 14: Approval and Distribution of Funds***

Section 1: Annual Budget

1. Shall Be Created by the Treasurer
2. Approved by 2/3 vote of the Executive Board prior to the first General PTO Meeting of the school year
3. Presented to membership for approval vote of 2/3 members present at first General PTO Meeting of the School Year

Section 1: Distribution of Funds

1. Majority Executive Board approval is necessary for any expenditure that exceeds the amount in the line item budget by greater than \$200
2. Majority Executive Board approval is also necessary for any distribution up to \$200 not already included in the budget
3. Any distribution (not already approved in the annual budget) greater than \$200 shall require a majority vote by the membership for approval.
4. Any distribution greater than \$2500 shall require School Board Approval.

## APPENDIX A: PTO MINUTES APPROVAL PROCESS

1. Recording Secretary takes notes at meeting.
2. Recording Secretary revises notes into completed minutes and sends to the Co-Presidents for review within three (3) days of a meeting.
3. Co-Presidents make comments and send back to Recording Secretary.
4. Recording Secretary makes any necessary changes to minutes and, within two weeks of meeting, distributes minutes via email to:
  - a. Executive board members
  - b. PTO Dropbox
  - c. Principal and Principal's secretary
5. Recording Secretary brings hard copy and/or electronic copy of minutes to next General Meeting.
6. Recording Secretary handles approval of minutes at next General Meeting.
  - a. Move to dispense with reading of minutes since they were previously emailed around:<sup>[1]</sup><sub>SEP</sub> *I move we dispense with reading the minutes. Is there a second? ("Second.") Any discussion? All those in favor of not reading the minutes aloud, say "aye"; all opposed, say "nay."*
  - b. Ask for motion to approve minutes as written.
  - c. Ask for second.
  - d. Ask for questions/discussion.
  - e. Ask for all those in favor of approving the minutes as written\* and all opposed.

*\*If there were any corrections or changes noted during discussion, mark up Recording Secretary's copy and move to approve minutes "as corrected" instead of "as written."*